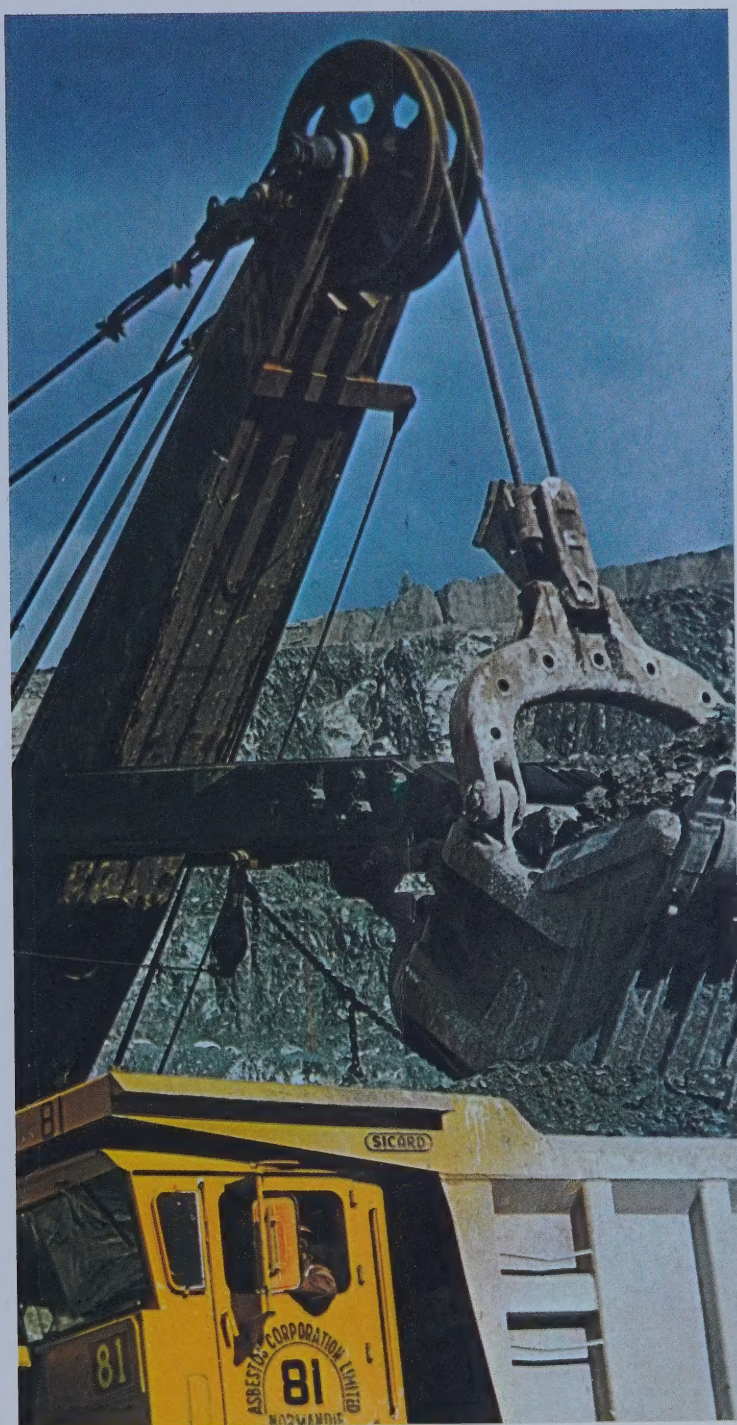


# ASBESTOS



**ASBESTOS CORPORATION LIMITED**  
**RAPPORT ANNUEL** **1969**







# ASBESTOS CORPORATION LIMITED

## SPECIAL GENERAL MEETING AND ANNUAL GENERAL MEETING OF SHAREHOLDERS

Head Office, Suite 522, Canada Cement  
Building, 606 Cathcart Street, Montreal, Quebec.

MAR 24 1969

To be held Monday, April 21st, 1969, at 3:00 o'clock in the afternoon.

### NOTICE

NOTICE IS HEREBY GIVEN that a Special General Meeting of Shareholders of Asbestos Corporation Limited will be held at the Head Office of the Company, Suite 522, Canada Cement Building, 606 Cathcart Street, Montreal, Quebec, on Monday the 21st day of April, 1969, at the hour of 3:00 o'clock in the afternoon, for the following purposes, that is to say:-

1. To consider and, if deemed fit, to sanction and approve (subject to such amendments and/or additions and/or changes, if any, as may be recommended by resolution of the Shareholders and approved at the Meeting and enacted by the Board of Directors) By-law No. 44 of the By-laws of the Company duly made, passed and enacted by the Board of Directors on the 27th day of February, 1969, providing, in effect, for the deletion from the Letters Patent and Supplementary Letters Patent issued to the Company of all of the provisions relating to the 4½% Cumulative Redeemable Convertible Preferred Shares of the par value of \$100 each, all of which have been issued and subsequently converted into Common Shares without nominal or par value of the capital stock of the Company and, for an increase in the authorized capital of the Company by the creation of five hundred thousand (500,000) Preferred Shares of the par value of \$50 each, issuable in series, having attached thereto, as a class, the preferences, rights, restrictions, conditions, limitations and prohibitions set forth in the said By-law No. 44.
2. To consider and, if deemed fit, to sanction and approve (subject to such amendments and/or additions and/or changes, if any, as may be recommended by resolution of the Shareholders and approved at the Meeting and enacted by the Board of Directors) By-law No. 45 of the By-laws of the Company duly made, passed and enacted by the Board of Directors of the Company on the 27th day of February, 1969, providing, in effect, for the deletion from the Letters Patent and Supplementary Letters Patent issued to the Company of the provisions establishing two classes of Directors and substituting therefor provisions establishing one class of Directors to be elected annually.
3. To consider and, if deemed fit, to sanction and approve (subject to such amendments and/or additions and/or changes, if any, as may be recommended by resolution of the Shareholders and approved at the Meeting and enacted by the Board of Directors) By-law No. 46 of the By-laws of the Company duly made, passed and enacted by the Board of Directors of the Company on the 27th day of February, 1969, amending and varying the General Administrative By-laws of the Company to provide, amongst other things, as follows:
  - (i) to implement, subject to the issue of Supplementary Letters Patent confirming By-law No. 45 of the By-laws of the Company, the provisions establishing only one class of Directors to be elected annually;
  - (ii) to provide that no person who has attained the age of 72 years may stand for election or re-election as a Director of the Company;
  - (iii) to provide that a person elected or appointed as a Director of the Company may acquire the necessary share qualifications within ten days of his election or appointment;
  - (iv) to provide that Honorary Directors shall receive such remuneration as may from time to time be determined by the Board of Directors; and
  - (v) to establish the office of Vice-Chairman and to effect the amendments to the other provisions of the General Administrative By-laws consequent upon the establishment of such office.
4. To consider and, if deemed fit, to approve (subject to such amendments and/or additions and/or changes, if any, as may be recommended by resolution of the Shareholders and approved at the Meeting and enacted by the Board of Directors) the Company's Incentive Compensation Plan.

AND NOTICE IS HEREBY FURTHER GIVEN that the said Meeting shall be constituted and shall continue as the Annual General Meeting of Shareholders of the Company for the following purposes, that is to say:

5. To receive, consider and if deemed fit, to approve the consolidated balance sheet, consolidated statement of income and earned surplus, and the consolidated statement of source and application of funds, report of the auditors and report of the Directors of the Company for the fiscal year ended December 31, 1968.
6. To elect Directors.
7. To appoint Auditors and to fix or to authorize the Board of Directors to fix their remuneration.
8. To transact such other business as may properly come before the Meeting.
9. To adjourn the Meeting from time to time and from place to place in such manner, with or without notice, as the Meeting may see fit.

The originals of the said By-law No. 44, By-law No. 45 and By-law No. 46 are available for examination at any time during ordinary business hours prior to the Meeting at the Head Office of the Company, Suite 522, Canada Cement Building, 606 Cathcart Street, Montreal, Quebec, by any Shareholder who may be interested. Copies of such By-laws may be obtained from the Secretary of the Company at the same address upon request. A copy of the Company's Incentive Compensation Plan adopted by the Board of Directors at a Meeting duly called and held the 27th day of February, 1969, is enclosed herewith.

If you are unable to attend the Meeting in person you are requested to execute and return the enclosed form of Instrument of Proxy addressed to The Royal Trust Company, Post Office Box 1810, Station 'B', Montreal 110, Quebec.

The Directors, in accordance with the By-laws of the Company, have by resolution determined that, in order to be valid, all proxies must be deposited with The Royal Trust Company, Post Office Box 1810, Station 'B', Montreal 110, Quebec, not later than 12:00 o'clock noon on the 18th day of April, 1969.

GIVEN at the City of Montreal, this 21st day of March, 1969.

By Order of the Board of Directors,  
I. C. CAMPBELL  
Vice-President &  
Secretary-Treasurer

(Version française au verso)



# ASBESTOS CORPORATION LIMITED

## ASSEMBLÉE GÉNÉRALE SPÉCIALE ET ASSEMBLÉE GÉNÉRALE ANNUELLE DES ACTIONNAIRES

Siège social, bureau 522, édifice Canada Cement  
606, rue Cathcart, Montréal, Québec

Le lundi 21 avril 1969, à 3 h de l'après-midi

### AVIS

AVIS EST PAR LES PRÉSENTES DONNÉ qu'une assemblée générale spéciale des actionnaires d'Asbestos Corporation Limited aura lieu au siège social de la compagnie, bureau 522, édifice Canada Cement, 606, rue Cathcart, Montréal, Québec, le lundi 21e jour d'avril 1969 à 3 h de l'après-midi, aux fins suivantes, savoir:

1. Étudier et, s'il est jugé à propos, sanctionner et approuver (sous réserve de tels amendements et/ou additions et/ou changements, s'il y a lieu, qui pourraient être recommandés par résolution des actionnaires à l'assemblée et approuvés et décrétés par le conseil d'administration de la compagnie) le Règlement n° 44 des Règlements de la compagnie, dûment établi, approuvé et décrété par le conseil d'administration le 27e jour de février 1969, et prévoyant, effectivement, la suppression aux Lettres Patentes et Lettres Patentes Supplémentaires émises à l'égard de la compagnie de toutes les dispositions relatives aux actions privilégiées rachetables et convertibles à dividendes cumulatifs de 4½% d'une valeur au pair de \$100 chacune et qui toutes ont été émises et subséquemment converties en actions ordinaires sans valeur nominale ou au pair du capital-actions de la compagnie, et une augmentation du capital autorisé de la compagnie par la création de cinq cent mille (500,000) actions privilégiées d'une valeur au pair de \$50 chacune, émissibles en série, et auxquelles étant attachés, comme classe, les privilèges, droits, restrictions, conditions, limites et prohibitions énoncés dans ledit Règlement n° 44.
2. Étudier et, s'il est jugé à propos, sanctionner et approuver (sous réserve de tels amendements et/ou additions et/ou changements, s'il y a lieu, qui pourraient être recommandés par résolution des actionnaires à l'assemblée et approuvés et décrétés par le conseil d'administration de la compagnie) le Règlement n° 45 des Règlements de la compagnie, dûment établi, approuvé et décrété par le conseil d'administration de la compagnie le 27e jour de février 1969, et prévoyant, effectivement, la suppression aux Lettres Patentes et Lettres Patentes Supplémentaires émises à l'égard de la compagnie des dispositions établissant deux classes d'administrateurs et leur substituant des dispositions établissant une seule classe d'administrateurs à être élus annuellement.
3. Étudier et, s'il est jugé à propos, sanctionner et approuver (sous réserve de tels amendements et/ou additions et/ou changements, s'il y a lieu, qui pourraient être recommandés par résolution des actionnaires à l'assemblée et approuvés et décrétés par le conseil d'administration de la compagnie) le Règlement n° 46 des Règlements de la compagnie, dûment établi, approuvé et décrété par le conseil d'administration de la compagnie le 27e jour de février 1969, et amendement et modifiant les Règlements administratifs généraux de la compagnie de manière à prévoir, entre autres choses, ce qui suit:
  - (i) la mise en vigueur, sous réserve de l'émission de Lettres Patentes Supplémentaires confirmant le Règlement n° 45 des Règlements de la compagnie, des dispositions établissant une seule classe d'administrateurs à être élus annuellement;
  - (ii) la stipulation qu'aucune personne ayant atteint l'âge de 72 ans puisse être candidat à élection ou réélection comme administrateur de la compagnie;
  - (iii) la stipulation qu'une personne élue ou nommée administrateur de la compagnie puisse acquérir la qualité d'actionnaire nécessaire dans les dix jours de son élection ou de sa nomination;
  - (iv) la stipulation que les administrateurs honoraires reçoivent telle rémunération que le conseil d'administration pourra déterminer de temps à autre; et
  - (v) la création du poste de vice-président du conseil d'administration et l'adoption des modifications aux autres dispositions des Règlements administratifs généraux que suppose l'établissement de tel poste.
4. Étudier et, s'il est jugé à propos, approuver (sous réserve de tels amendements et/ou additions et/ou changements, s'il y a lieu, qui pourraient être recommandés par résolution des actionnaires à l'assemblée et approuvés et décrétés par le conseil d'administration de la compagnie) le Plan d'encouragement par rémunération.

ET AVIS EST PAR LES PRÉSENTES ÉGALEMENT DONNÉ que ladite assemblée sera constituée et se poursuivra comme assemblée générale annuelle des actionnaires de la compagnie aux fins suivantes, savoir:

5. Recevoir, étudier et, s'il est jugé à propos, approuver le bilan consolidé, l'état consolidé du revenu et du surplus d'exploitation, l'état consolidé de la source et de l'affectation des fonds, le rapport des vérificateurs et le rapport des administrateurs de la compagnie pour l'exercice terminé le 31 décembre 1968.
6. Élire les administrateurs.
7. Nommer les vérificateurs et fixer ou autoriser le conseil d'administration à fixer leur rémunération.
8. Régler toute autre affaire qui pourrait être régulièrement présentée à l'assemblée.
9. Ajourner l'assemblée de temps à autre et d'un endroit à un autre de telle manière, avec ou sans avis, que l'assemblée pourra juger à propos.

L'original desdits Règlements nos 44, 45 et 46 peut être consulté en tout temps avant l'assemblée durant les heures régulières de bureau, au siège social de la compagnie, bureau 522, édifice Canada Cement, 606, rue Cathcart, Montréal, Québec, par tout actionnaire qui le désire. On peut se procurer des copies de ces Règlements en s'adressant au secrétaire de la compagnie, à la même adresse. Sous ce pli, on trouvera copie du Plan d'encouragement par rémunération, adopté par le conseil d'administration à une réunion dûment convoquée et tenue le 27 février 1969.

Si vous ne pouvez assister en personne à l'assemblée, vous êtes prié de remplir, signer et retourner la formule de procuration ci-incluse adressée à The Royal Trust Company, Case postale 1810, station "B", Montréal 110, Québec.

Conformément aux Règlements de la compagnie, les administrateurs ont décidé par résolution que, pour être valides, toutes les procurations doivent être remises à The Royal Trust Company, Case postale 1810, station "B", Montréal 110, Québec, au plus tard à midi le 18e jour d'avril 1969.

DONNÉ en la Cité de Montréal, ce 21e jour de mars 1969.

Par ordre du Conseil d'administration,  
Le vice-président et secrétaire-trésorier,  
I. C. CAMPBELL

(English version on reverse side)



# ASBESTOS CORPORATION LIMITED

## INCENTIVE COMPENSATION PLAN

MAR 24 1969

### 1. Purposes

- (a) The purposes of this Plan are (a) to provide greater incentives to key employees to increase the profitability of the Company and its subsidiaries and (b) to strengthen the ability of the Company and its subsidiaries to attract, motivate and retain persons of outstanding competence upon which, in large measure, continued growth and profitability depend.
- (b) As used in the Plan, the term "Company" shall mean Asbestos Corporation Limited and any subsidiary the earnings of which are included in the Consolidated statement of income and surplus published in the Company's Annual Report to Shareholders.

### 2. Administration of the Plan

This Plan shall be administered by a Committee which shall be constituted as determined from time to time by the Board of Directors of the Company and which shall be chosen by the Board from among those of its members who are not eligible to participate in the Plan. The Committee shall have full power and authority to interpret and administer the Plan, to adopt rules and regulations and to establish terms and conditions, not inconsistent with the provisions of the Plan, for the administration of its business and the implementation of the Plan.

### 3. Participation

- (a) Participation in the Plan shall be extended in general to employees of the Company who, in the opinion of the Committee, are mainly responsible in an executive, administrative, professional, technical or advisory capacity for the management of the operations of the Company and who are thus in a position to make substantial contributions to the management, growth and success of the business of the Company.
- (b) Participation may also be extended to employees of the Company and its subsidiaries who, in the opinion of the Committee, have made a conspicuous contribution of any nature to the Company and its subsidiaries.
- (c) Directors as such shall not participate in the Plan, but the fact that an employee is also a Director of the Company or a subsidiary shall not prevent his participation. Awards for any year may be made to an employee of the Company who dies or is granted a leave of absence during such year.
- (d) The Plan shall not be deemed to preclude other compensation plans which may be in effect from time to time.

### 4. Incentive Compensation Reserve

- (a) The Company shall, for the purpose of the Plan, establish and maintain a reserve to be called the Incentive Compensation Reserve which shall be deemed to be a continuous reserve. As at the 31st December of every year, beginning with the year 1969, there shall be credited to this reserve an amount to be determined by the Board of Directors as hereinafter provided following a recommendation of the Committee. The amount credited each year, plus any unawarded balance in the Reserve carried forward from prior years, shall be available to the Committee for use as incentive compensation under the Plan.
- (b) All awards made under this Plan, whether in a lump sum or installments, shall be charged against the Incentive Compensation Reserve. At the time of each award the amount thereof shall be charged against the Reserve regardless of whether such award is payable at one time or in installments.
- (c) If all or any part of any award which has been charged to the Incentive Compensation Reserve shall be forfeited pursuant to terms and conditions established by the Committee, the amount of such forfeiture (as determined by the Committee) shall be credited to the Incentive Compensation Reserve and shall again be available for awards hereunder. Such amount shall not be included in Consolidated Net Income of the Company for purposes of any computation under paragraph 5.

### 5. Annual Incentive Provision

- (a) For each fiscal year beginning on or after January 1, 1969, there shall be credited to the Incentive Compensation Reserve such amount, if any, as the Board of Directors may determine but which shall in no event be more than 12 per cent of the amount by which Consolidated Net Income for such year shall exceed 7 per cent of Shareholders Equity. Such credit shall be made as promptly as practicable after the approval by the Board of Directors of the amount to be so credited following the receipt of the report of the independent auditors referred to in subparagraph (d) below and the recommendation of the Committee. No amount shall be credited for any year in which no dividends are paid or declared on the Common Stock of the Company.
- (b) The term "Consolidated Net Income", as used herein, shall mean for any year the sum of (i) the net income included in the Consolidated statement of income and earned surplus for such year published in the Company's Annual Report to Shareholders and (ii) the amount of incentive compensation provided for in computing such net income.
- (c) The term "Shareholders' Equity" as used herein shall mean for purposes of computing the maximum amount which may be credited to the Incentive Compensation Reserve for any year the amount reported as capital stock and surplus (or the comparable items, however designated, but not including surplus due to revaluation of assets) as stated in the Consolidated Balance Sheet published in the Company's Annual Report to Shareholders as at the end of the year preceding the year for which the computation is being made, with appropriate prorata adjustments, as approved by the Committee, for any change during the year arising from any increase or decrease in outstanding capital stock.
- (d) As promptly as practical after the close of each fiscal year, the independent auditors of the Company (appointed by the Shareholders to audit the books of the Company) shall determine and report to the Committee the



maximum amount available for credit to the Incentive Compensation Reserve for such year under paragraph 5(a), and the amount of any balance in the Incentive Compensation Reserve carried forward from prior years and available for incentive awards under the Plan. The Committee shall submit to the Board of Directors a copy of the report of the independent auditors, together with the Committee's recommendation with respect to the amount to be credited to the Incentive Compensation Reserve for such fiscal year and the Board of Directors shall thereupon determine the amount, if any, to be so credited.

- (e) The amount determined and reported by the independent auditors of the Company as the maximum amount available for incentive awards under this Plan for any year shall be final, conclusive and binding upon all parties, including the Company, the shareholders and the employees, notwithstanding any subsequent special item or surplus charge or credit which may be considered applicable in whole or in part to such year; provided that if the amount actually awarded for any year under this Plan should later be held by final judgment of a court of competent jurisdiction to have been more than the maximum amount available under the Plan, the first amounts subsequently available for awards under this Plan shall be reduced by the amount by which the amount actually awarded for such year exceeded the maximum amount available. Any such excess shall thus be corrected exclusively by adjustments of the amounts subsequently available for awards and not by recourse to the Company, the Board of Directors, the Committee, any participant or any other person.

#### **6. Determination of Incentive Awards**

- (a) The Committee shall, as promptly as possible after the determination of the amount in the Incentive Compensation Reserve available for incentive awards, determine the participants to receive incentive awards for the preceding year, the amount of each award, and the terms and conditions applicable to it. The Committee shall have the fullest discretion in making this determination within the limit of the amount available in the Reserve. The Committee shall also have the fullest discretion in determining whether or not to make any awards in any year. In all cases the determination need not be made with reference either to the results of the operations of the Company and its consolidated subsidiaries or of any company of that group for any year or to the credit made to the Incentive Compensation Reserve for that particular year.
- (b) All awards shall be determined in Canadian dollars. Unless decided otherwise at any time by the Committee, each award shall be payable in the currency in which the salary of the recipient of the award is payable at the time of award and shall be converted to such currency at the rate of exchange prevailing at the time of payment.

#### **7. Payment of Awards**

- (a) An employee shall have no right in virtue of an award until notified of it in writing. No interest shall be payable on any amount awarded.
- (b) Awards may be paid in a lump sum, in annual installments, or deferred until after retirement or other termination of employment as hereinafter provided.
- (c) When payments are to be made in installments, the Committee shall fix the time or times of payment, and impose such terms and conditions with respect to the payment and forfeiture of the installments, as in its judgment will best serve the interest of the Company and the purposes of the Plan.
- (d) The Committee may also in its sole discretion establish terms and conditions under which a participant may elect to defer the payment of an award in whole or in part to a period following retirement or other termination of employment, provided that any election by an employee to defer payment shall be irrevocably made by him within such delay after being notified of an award or prospective award as the Committee shall determine.

#### **8. General Provisions**

- (a) Neither the granting to any employee of an award nor the receipt by any employee of an award shall give such employee any right to be retained in the employ of the Company or its subsidiaries. The right of the employing company to dismiss or discharge any such employee is reserved.
- (b) The Plan shall be interpreted in accordance with the laws of the Province of Quebec.
- (c) The expenses of administering this Plan shall be borne by the Company and shall not be charged against the Incentive Compensation Reserve.
- (d) The Board of Directors may amend, suspend, or terminate this Plan but may not, without the approval of the holders of the Common Shares of the Company, make any amendment to paragraph 5 hereof which would permit the amount to be credited to the Incentive Compensation Reserve for any year to exceed the maximum amount which could be credited pursuant to the provisions of paragraph 5 hereof as in effect at the time of the proposed amendment. No such amendment, suspension, or termination may apply, without the consent of an employee, to the payment of any award made to him prior to the effective date of such amendment, suspension or termination.

#### **9. Effective Date**

This Plan shall be submitted to the shareholders of the Company at a Special General Meeting in 1969 and, if approved by the shareholders, shall become effective as of January 1, 1969.



# ASBESTOS CORPORATION LIMITED

SPECIAL GENERAL MEETING AND ANNUAL GENERAL MEETING OF SHAREHOLDERS, APRIL 21st, 1969

## INFORMATION CIRCULAR **MAR 24 1969**

This Information Circular is furnished in connection with the solicitation of proxies for use at the Special and Annual General Meetings of Shareholders of Asbestos Corporation Limited (hereinafter called "the Company") to be held at the Head Office of the Company, Suite 522, Canada Cement Building, 606 Cathcart Street, Montreal, Quebec, on Monday, April 21st, 1969, at 3:00 o'clock in the afternoon, and at any adjournment thereof. As a shareholder you are cordially invited to be present at such meetings. To ensure that you will be represented at such meetings in the event that you are unable to attend personally, you are requested to date, complete and sign the accompanying Instrument of Proxy, and to return the same to the Company, c/o The Royal Trust Company, P.O. Box 1810, Station "B", Montreal 110, Quebec, in time for use at such meetings. An addressed envelope accompanies this Information Circular and may be used for such purpose.

### RIGHT OF REVOCATION

A shareholder giving the Instrument of Proxy may revoke the same at any time for all subsequent purposes for which the same shall have been given.

### SOLICITATION OF PROXIES

The enclosed Instrument of Proxy is solicited by the management of the Company. The management does not contemplate a solicitation of proxies otherwise than by use of the mails. The cost of solicitation will be borne by the Company.

### VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

There are outstanding as at the date hereof 2,835,075 Common Shares without nominal or par value of the capital stock of the Company (hereinafter called "Common Shares"). Each Common Share entitles the holder thereof to one (1) vote per share.

The holders of the Common Shares will be entitled to vote at the meetings and at any adjournment thereof if present or represented by proxy thereat. The Directors of the Company in accordance with the By-laws of the Company have by resolution determined that, in order to be valid, all proxies must be deposited with The Royal Trust Company, P.O. Box 1810, Station "B", Montreal 110, Quebec, not later than 12:00 o'clock noon on the 18th day of April, 1969. Canadair Limited owns 1,550,010 Common Shares representing approximately 54% of the outstanding equity shares of the Company.

### By-Law No. 44

### SANCTION AND APPROVAL OF BY-LAWS

By-law No. 44 provides, in effect, for the deletion from the Letters Patent and Supplementary Letters Patent issued to the Company of all of the provisions relating to the 4½% Cumulative Redeemable Convertible Preferred Shares of the par value of \$100 each, all of which have been issued and subsequently converted into Common Shares without nominal or par value of the capital stock of the Company, and, for an increase in the authorized capital of the Company by the creation of five hundred thousand (500,000) Preferred Shares of the par value of \$50 each, issuable in series, having attached thereto, as a class, the preferences, rights, restrictions, conditions, limitations and prohibitions set forth in the said By-law No. 44.

### By-Law No. 45

By-law No. 45 provides, in effect, for the deletion from the Letters Patent and Supplementary Letters Patent issued to the Company of the provisions establishing two classes of Directors and substituting therefor provisions establishing one class of Directors to be elected annually.

### By-Law No. 46

By-law No. 46 amends and varies the General Administrative By-laws of the Company to provide, amongst other things, as follows:

- (i) to implement, subject to the issue of Supplementary Letters Patent confirming By-law No. 45 of the By-laws of the Company, the provisions establishing only one class of Directors to be elected annually;
- (ii) to provide that no person who has attained the age of 72 years may stand for election or re-election as a Director of the Company;
- (iii) to provide that a person elected or appointed as a Director of the Company may acquire the necessary share qualifications within ten days of his election or appointment;
- (iv) to provide that Honorary Directors shall receive such remuneration as may from time to time be determined by the Board of Directors; and
- (v) to establish the office of Vice-Chairman and to effect the amendments to the other provisions of the General Administrative By-laws consequent upon the establishment of such office.

The said By-laws are submitted to the Special General Meeting of Shareholders for sanction and approval pursuant to the provisions of the Canada Corporations Act.

### INCENTIVE COMPENSATION PLAN

The purpose of the Incentive Compensation Plan are to provide greater incentives to key employees and to increase the profitability of the Company and its subsidiaries.

A copy of the Incentive Compensation Plan accompanies this Information Circular.

### ELECTION OF DIRECTORS

By-law No. 45, providing, in effect, for the deletion from the Letters Patent and Supplementary Letters Patent issued to the Company of the provisions establishing two classes of Directors and substituting therefor provisions establishing one class of Directors to be elected annually, and the provisions of By-law No. 46 implementing, in the General Administrative By-laws, the said provisions of By-law No. 45, will not become effective until the Shareholders of the Company have sanctioned and approved By-law No. 45 and By-law No. 46 and Supplementary Letters Patent have been issued to the Company confirming By-law No. 45. Thus it is necessary that two classes of Directors be elected in accordance with the existing By-laws of the Company which provide that the Board of Directors shall consist of thirteen (13) Directors divided into two classes as follows:

- (a) an Annual Class to be elected to hold office until the expiration of the term of one (1) year from the date of election or at the first annual meeting after such election, whichever shall last occur, such class to be composed of seven (7) Directors;
- (b) a Three-year Class to be elected to hold office until the expiration of the term of three (3) years from the date of election or until the third annual meeting after such election, whichever shall last occur, such class to be composed of six (6) Directors.

Each Director so elected shall hold office during the term for which he shall be so elected, unless he shall resign or his office become vacant by death or other cause.

A retiring Director shall be eligible for re-election if otherwise qualified.

By-law No. 45 provides that the term of office of all Directors holding office immediately prior to the election of Directors by the Shareholders in the year 1970 shall terminate immediately prior to the election of Directors in such year. Thus upon the coming into force of By-law No. 45 there will, in effect, be only one (1) class of Directors who shall be subject to annual election.

The following persons are proposed to be nominated for election as Directors of the Company, or are Directors of the Company whose term of office will continue after the Annual General Meeting:—

| Name and Principal Occupation   | Period of service as a Director | Expiration of term of office as a Director | Approximate number of equity shares of the Company owned directly and indirectly |
|---|---------------------------------|--|--|
| <b>(a) In the Three-year Class:</b>   |                                 |  |  |
| W. A. ARBUCKLE, (2), (3), (4),<br>President of Arbuttle, Govett & Co. Ltd., Managers of Investment Trusts.  | 1936<br>to date                 | 1971                                       | 1860   |
| A. M. CAMPBELL, (2), (3), (4),<br>President, for a period in excess of the five preceding years, of the Sun Life Assurance Company of Canada.   | 1959<br>to date                 | 1970                                       | 202  |
| J. E. L. DUQUET, Q.C., (1), (3),<br>Vice-President and General Counsel of the Company, Senior Partner, for a period in excess of the five preceding years, of Duquet, MacKay, Weldon, Bronstetter, Willis & Johnston, Advocates, Barristers & Solicitors. | 1952<br>to date                 | 1969                                       | 2227   |



| Name and Principal Occupation   | Period of service as a Director | Expiration of term of office as a Director | Approximate number of equity shares of the Company owned directly and indirectly |
|---|---------------------------------|--|--|
| A. L. PENHALE, (2), (3),<br>Chairman of the Company.  | 1948<br>to date                 | 1971                                       | 5367   |
| EDWARD C. WOOD, (1), (3), (4),<br>Chairman, Sogemines Ltd., (chemical products) for a period of three years and previously Chairman of Imperial Tobacco Company Ltd.  | 1959<br>to date                 | 1969                                       | 336  |
| <b>(b) In the Annual Class:</b>   |                                 |  |  |
| PAUL BIENVENU, (1),<br>Consultant, Ogilvie Flour Mills Company Ltd.   | 1955<br>to date                 | 1969                                       | 586  |
| ANDRÉ EMESENS, (1),<br>Chairman, Compagnie Financière Eternit S.A., investment holding company.   | 1964<br>to date                 | 1969                                       | 1  |
| A. A. HENDRIX, (1),<br>Vice-President, General Dynamics Corporation for a period in excess of the five preceding years.   | Nil                             | N/A  | 1  |
| G. F. JENKINS, (1),<br>Retired executive.   | 1949<br>to date                 | 1969                                       | 1026   |
| F. R. KEARNS, (1),<br>President of Canadair Ltd. and senior officer of Canadair Ltd. for a period in excess of the five preceding years.  | 1968<br>to date                 | 1969                                       | 310  |
| FRANK NUGENT, (1),<br>Vice-President, General Dynamics Corporation of New York for a period in excess of the five preceding years.  | Nil                             | N/A  | 1  |
| W. W. OUGHTRED, (1), (3),<br>President and Chief Executive Officer of the Company.  | 1966<br>to date                 | 1969                                       | 2505   |
| J. A. SARGENT, (1), (3),<br>Vice-President — Finance, General Dynamics Corporation of New York, for a period in excess of the five preceding years.   | 1968<br>to date                 | 1969                                       | 1  |
| Notes: (1) Nominee for election at this Annual General Meeting.<br>(2) Term of office continues after this Annual General Meeting.<br>(3) Member of the Executive Committee of the Company.<br>(4) Trustee of the Stock Purchase Plan of the Company. |                                 |  |  |

### REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

The following information is given for the last completed financial year of the Company ended December 31st, 1968, with respect to the Directors and senior officers of the Company as a group.

Aggregate direct remuneration paid by the Company and its Subsidiaries, all of whose financial statements are consolidated with those of the Company: \$331,954.

Approximate aggregate cost to the Company and its Subsidiaries of normal pension benefits: \$16,301.

No Director, senior officer, proposed nominee for election as a Director or associate of any of the foregoing is or has been indebted to the Company or its subsidiaries at any time since the beginning of the fiscal year 1968. Under the Stock Purchase Plan of Asbestos Corporation Limited dated as of September 23, 1964, the Company provided moneys to trustees with which to purchase Common Shares of the Company for resale to certain employees of the Company upon the exercise of their rights. The aggregate amount owing by such employees to the trustees as at December 31, 1968, was \$125,730 of which approximately \$88,920 was owing by employees who were Directors and/or senior officers of the Company. Such amounts are payable to the trustees in installments over the next several years.

During the year 1968, a trustee of a fund established by the Company during the years 1938 to 1951 paid to an executive officer and a former executive officer, both of whom are Directors, an aggregate amount of \$42,033 on account of pensions pursuant to agreements between those individuals and the Company. An aggregate amount of \$42,033 will be payable to them each year during their lifetime. Thereafter, one-half of the amount payable to each of such individuals will be payable each year to their respective widows, if and so long as they survive them. Payment of such aggregate amount was made at no additional cost to the Company during the year 1968 and the fund has been certified to be actuarially adequate to provide for such future payments.

The following information as to rights to purchase Common Shares of the Company is given for the period since the commencement of the last completed financial year of the Company, namely January 1, 1968, with respect to the Directors and senior officers of the Company as a group.

| Date of Exercise (1) | Number of Common Shares | Price per Share | Price Range (2)    |                    |
|----------------------|-------------------------|-----------------|--------------------|--------------------|
|                      |                         |                 | High               | Low                |
| 12 Sept. 1968        | 1,000                   | \$22.50         | \$23 $\frac{1}{8}$ | \$21 $\frac{1}{8}$ |
| 14 Jan. 1969         | 400                     | \$22.50         | \$27 $\frac{7}{8}$ | \$24 $\frac{3}{4}$ |
| 16 Jan. 1969         | 400                     | \$22.50         | \$27 $\frac{7}{8}$ | \$24 $\frac{3}{4}$ |

- (1) The rights to purchase were exercised pursuant to the Company's Stock Purchase Plan dated as of September 23rd, 1964.  
(2) Price range of Common Shares on the Montreal Stock Exchange for the thirty days preceding the exercise of rights.

### APPOINTMENT OF AUDITORS

Messrs. Price Waterhouse & Co. are the Auditors of the Company and have held such position for a period in excess of the preceding five years. It is proposed by the management of the Company that such firm be reappointed the Auditors of the Company at the Annual General Meeting.

### DESIGNATION OF PROXY

The persons named in the enclosed Instrument of Proxy have indicated to the Company their willingness to represent as proxy, shareholders desiring to so appoint them. If, however, a shareholder desires to appoint as proxy a person other than those designated, he should strike out the names of the persons designated in the Instrument of Proxy and insert the name of his representative in the space provided therefor.

### VOTING OF SHARES REPRESENTED BY MANAGEMENT PROXY

The accompanying Instrument of Proxy confers discretionary voting authority upon those persons designated therein. It is intended that the shares represented by all such Instruments of Proxy received by the Company wherein no direction is given shall be voted in favour of:

The sanction and approval of By-laws Nos. 44, 45 and 46 of the By-laws of the Company;

The approval of the Incentive Compensation Plan;

The approval of the consolidated balance sheet, statement of consolidated earnings and earned surplus, consolidated statement of source and application of funds, report of the Auditors and report of the Directors of the Company for the fiscal period ended December 31, 1968;

The election as Directors of the Company of the persons designated in this Information Circular as nominees for election as Directors of the Company; and

The appointment of Messrs. Price Waterhouse & Co., Chartered Accountants, as the Auditors of the Company, and with authorization to the Board of Directors to fix the remuneration of the Auditors.

The management of the Company knows of no other business to come before the Annual General Meeting. If, however, any other business properly comes before the Meeting, it is the intention of the management nominees designated therein to vote the shares represented by such proxy in accordance with their best judgment.

By Order of the Board of Directors,  
I. C. CAMPBELL,  
Vice-President and Secretary-Treasurer.

Montreal, 21 March, 1969.







# ASBESTOS CORPORATION LIMITED

ASSEMBLÉE GÉNÉRALE SPÉCIALE ET ASSEMBLÉE GÉNÉRALE ANNUELLE DES ACTIONNAIRES, LE 21 AVRIL 1969

## LETTRE DE RENSEIGNEMENTS

La présente lettre de renseignements est fournie à l'égard de la sollicitation de procurations devant servir aux assemblées générales spéciale et annuelle des actionnaires d'Asbestos Corporation Limited (ci-après appelée "la compagnie") qui seront tenues au siège social de la compagnie, bureau 522, édifice Canada Cement, 606, rue Cathcart, Montréal, Québec, le lundi 21 avril 1969, à 3 heures de l'après-midi et à toute date à laquelle lesdites assemblées pourront être ajournées. En qualité d'actionnaire, vous êtes cordialement invité à assister à telles assemblées. Pour vous assurer d'être représenté à telles assemblées, au cas où vous seriez incapable d'y assister personnellement, vous êtes prié de dater, remplir et signer la procuration ci-jointe et de la retourner à la compagnie, a/s de The Royal Trust Company, C.P. 1810, station "B", Montréal 110, Québec, à temps pour servir à telles assemblées. L'enveloppe de retour qui accompagne la présente lettre de renseignements peut servir à cette fin.

### DROIT DE RÉVOCATION

L'actionnaire qui signe la procuration peut révoquer celle-ci en tout temps à toutes fins subséquentes pour lesquelles elle aura été signée.

### SOLlicitation DES PROCURATIONS

La procuration ci-jointe est sollicitée par la direction de la compagnie. La direction n'envisage pas de sollicitation de procurations autrement que par l'entremise de la poste. Le coût de la sollicitation sera supporté par la compagnie.

### ACTIONS ADMISES AU VOTE ET LEURS PRINCIPAUX DÉTENTEURS

À la date des présentes, il y a en circulation 2,585,075 actions ordinaires sans valeur nominale ou au pair du capital-actions de la compagnie (ci-après appelées "actions ordinaires"). Chaque action ordinaire donne droit à un (1) vote. Les détenteurs des actions ordinaires auront le droit de voter aux assemblées et à toute date à laquelle elles pourront être ajournées s'il y sont présents ou représentés par procuration. Conformément aux Règlements de la compagnie, les administrateurs de la compagnie ont déterminé par résolution que, pour être valides, toutes les procurations doivent être remises à The Royal Trust Company, C.P. 1810, station "B", Montréal 110, Québec, au plus tard à midi le 21e jour d'avril 1969. Canadair Limited possède 1,550,010 actions ordinaires qui forment approximativement 54% du capital-actions en circulation de la compagnie.

## SANCTION ET APPROBATION DES RÈGLEMENTS

Le Règlement n° 44 prévoit, effectivement, la suppression aux Lettres Patentes et Lettres Patentes Supplémentaires émises à l'égard de la compagnie de toutes les dispositions relatives aux actions privilégiées rachetables et convertibles à dividendes cumulatifs de 4 1/2% d'une valeur au pair de \$100 chacune et qui toutes ont été émises et subséquemment converties en actions ordinaires sans valeur nominale ou au pair du capital-actions de la compagnie, et une augmentation du capital autorisée de la compagnie par la création de cinq cent mille (500,000) actions privilégiées d'une valeur au pair de \$50 chacune, émissibles en série, et auxquelles étant attachées, comme classe, les privilèges, droits, restrictions, conditions, limites et prohibitions énoncés dans ledit Règlement n° 44.

### Règlement n° 45

Le Règlement n° 45 prévoit, effectivement, la suppression aux Lettres Patentes et Lettres Patentes Supplémentaires émises à l'égard de la compagnie des dispositions établissant deux classes d'administrateurs et leur substituant des dispositions établissant une seule classe d'administrateurs à être élus annuellement.

### Règlement n° 46

Le Règlement n° 46 amende et modifie les Règlements administratifs généraux de la compagnie de manière à prévoir, entre autres choses, ce qui suit:

(i) la mise en vigueur, sous réserve de l'émission de Lettres Patentes Supplémentaires confirmant le Règlement n° 45 de la compagnie, des dispositions établissant une seule classe d'administrateurs à être élus annuellement;

(ii) la stipulation qu'aucune personne ayant atteint l'âge de 72 ans puisse être candidat à élection ou réélection comme administrateur de la compagnie;

(iii) la stipulation qu'une personne élue ou nommée administrateur de la compagnie puisse acquérir la qualité d'actionnaire nécessaire dans les dix jours de son élection ou de sa nomination;

(iv) la stipulation que les administrateurs honoraires reçoivent telle rémunération que le conseil d'administration pourra déterminer de temps à autre; et

(v) la création du poste de vice-président du conseil d'administration et l'adoption des modifications aux autres dispositions des Règlements administratifs généraux que suppose l'établissement de tel poste.

Lesdits Règlements sont présentés à l'assemblée générale spéciale des actionnaires pour sanction et approbation conformément aux dispositions de la Loi canadienne relative aux Corporations.

## PLAN D'ENCOURAGEMENT PAR RÉMUNÉRATION

Le Plan d'encouragement par rémunération vise à stimuler davantage les employés clés et accroître la rentabilité de la compagnie et de ses filiales. Une copie du Plan d'encouragement par rémunération accompagne la présente lettre de renseignements.

## ELECTION DES ADMINISTRATEURS

Le Règlement n° 45 prévoit, effectivement, la suppression aux Lettres Patentes et Lettres Patentes Supplémentaires émises à l'égard de la compagnie des dispositions établissant deux classes d'administrateurs et leur substituant des dispositions établissant une seule classe d'administrateurs à élection annuelle, et les dispositions du Règlement n° 46 rendant effectives, dans les Règlements administratifs généraux, lesdites dispositions du Règlement n° 45, n'entreront en vigueur que lorsque les actionnaires de la compagnie auront sanctionné et approuvé le Règlement n° 45 et le Règlement n° 46 et que des Lettres Patentes Supplémentaires auront été émises à l'égard de la compagnie confirmant le Règlement n° 45. Par conséquent, il est nécessaire que deux classes d'administrateurs soient élues conformément aux Règlements existants de la compagnie qui prévoient que le conseil d'administration se compose de treize (13) administrateurs divisés en deux classes, comme suit:

(a) Une classe à élection annuelle pour demeurer en fonctions jusqu'à l'expiration du mandat d'un (1) an à compter de la date de l'élection ou jusqu'à la première assemblée annuelle qui suit telle élection, soit ce qui des deux se produit à la date la plus éloignée, telle classe devant comprendre sept (7) administrateurs; et

(b) une classe à élection tous les trois (3) ans pour demeurer en fonctions jusqu'à l'expiration du mandat de trois (3) ans à compter de la date de l'élection ou jusqu'à la troisième assemblée annuelle qui suit telle élection, soit ce qui des deux se produit à la date la plus éloignée, telle classe devant comprendre six (6) administrateurs.

Chaque administrateur ainsi élu demeurera en fonctions durant le mandat pour lequel il aura été élu à moins qu'il ne résigne ses fonctions ou que son poste ne devienne vacant en raison de son décès ou autre cause.

Un administrateur sortant sera admissible à réélection s'il est autrement qualifié.

Le Règlement n° 45 prévoit que le mandat de tout administrateur en fonction immédiatement avant l'élection des administrateurs par les actionnaires en l'année 1970 se terminera immédiatement avant l'élection des administrateurs en ladite année. Par conséquent, à l'entrée en vigueur du Règlement n° 45, il n'y aura, effectivement, qu'une (1) seule classe d'administrateurs qui sera assujettie à élection annuelle.

Les personnes suivantes sont proposées comme administrateurs de la compagnie, ou sont des administrateurs de la compagnie dont le mandat se continuera après l'assemblée générale annuelle:

Les personnes suivantes sont proposées comme administrateurs de la compagnie, ou sont des administrateurs de la compagnie dont le mandat se continuera après l'assemblée générale annuelle:



## *ASBESTOS CORPORATION LIMITED*

(Constituée en compagnie en vertu des lois du Canada, le 6 octobre 1925)

Siège social: Bureau 522, Édifice Canada Cement, 606,  
rue Cathcart, Montréal 111, Québec, Canada, et filiales

### *ASBESTOS CORPORATION SERVICES LIMITED*

(Constituée en compagnie en vertu des lois du Canada, le 6 juillet 1960)

### *ANCHOR HOLDING LIMITED*

(Constituée en compagnie en vertu des lois des Îles Bahamas,  
le 25 janvier 1962)

### *GENERAL MINERALS BENEFICIATION LIMITED*

(Constituée en compagnie en vertu des lois du Canada, le 20 janvier 1953)

### *HUDSON STRAIT ASBESTOS LIMITED*

(Constituée en compagnie en vertu des lois de la Province de  
Québec, le 17 janvier 1963)

### *MINOREX LTD.*

(Constituée en compagnie en vertu des lois du Canada, le 19 mars 1951)

## *CONSEIL D'ADMINISTRATION*

W.A. ARBUCKLE\*, Président, Arbuckle, Govett & Co., Ltd., Montréal

PAUL BIENVENU, Industriel retraité, Montréal

A.M. CAMPBELL\*, Président du conseil d'administration, Sun Life  
Assurance Company of Canada, Montréal

J.E.L. DUQUET, C.R.\*, Associé principal, Duquet, MacKay, Weldon,  
Bronstetter, Willis & Johnston, Montréal

ANDRE ESENS, Président du conseil d'administration, Compagnie  
Financière Eternit S.A., Bruxelles, Belgique

A.A. HENDRIX, Vice-président, General Dynamics Corporation, New York

G.F. JENKINS, Dirigeant retraité, Knowlton, Québec

F.R. KEARNS\*, Président, Canadair Limited, Montréal

FRANK NUGENT, Vice-président, General Dynamics Corporation, New York

W.W. OUGHTRED\*, Président et directeur de l'exécutif, Thetford Mines

A.L. PENHALE\*, Vice-président du conseil d'administration, Thetford Mines

J.A. SARGENT\*, Vice-président - finances, General Dynamics  
Corporation, New York

EDWARD C. WOOD\*, Président du conseil d'administration,  
Genstar Limited, Montréal

\*Membre du comité exécutif

## *OFFICIERS*

Président du conseil d'administration

Vice-président du conseil d'administration

Président et directeur de l'exécutif

Vice-président et conseiller juridique

Vice-président - exploitation

Vice-président - ventes

Vice-président - administration

Vice-président et secrétaire-trésorier

Contrôleur

J.A. Sargent

A.L. Penhale

W.W. Oughtred

J.E.L. Duquet, C.R.

F.A. Cunningham

M.P. Carson

J.W. McCarvill

I.C. Campbell

G.A. McCammon

## *BANQUIERS:*

La Banque Royale du Canada, Montréal

## *AGENTS DE TRANSFERT:*

The Royal Trust Company, Montréal, Toronto et Calgary

## *REGISTRAIRE:*

Crown Trust Company, Montréal, Toronto et Calgary

## *CONSEILLER JURIDIQUE:*

Duquet, MacKay, Weldon, Bronstetter, Willis & Johnston, Montréal

## *VÉRIFICATEURS:*

Price Waterhouse & Co., Montréal



## FAITS SAILLANTS DE L'EXERCICE

|  | <u>1969</u>  | <u>1968</u>  |
|--|--------------|--------------|
| Ventes   | \$50,365,690 | \$43,631,836 |
| Revenu avant impôts  | 10,171,130   | 7,868,741    |
| Provision pour impôts sur le revenu  | 4,032,000    | 2,995,000    |
| Revenu après impôts  | 6,139,130    | 4,873,741    |
| Bénéfices par action ordinaire<br>(en présumant la conversion des<br>actions privilégiées) | \$2.16       | \$1.72       |
| Dividendes par   |              |              |
| (a) action privilégiée   | —            | \$4.50       |
| (b) action ordinaire   | \$1.00       | \$1.00       |
| Dividendes versés aux actionnaires   |              |              |
| (a) actions privilégiées   | —            | 247,500      |
| (b) actions ordinaires   | 2,835,594    | 2,581,665    |
| Total  | 2,835,594    | 2,829,165    |
| Bénéfices réinvestis dans l'entreprise   | \$ 3,303,536 | \$ 2,044,576 |
| Fonds de roulement en fin d'exercice   | \$11,680,024 | \$11,215,208 |
| Amortissement et épuisement  | \$ 2,895,338 | \$ 2,559,408 |
| Actif global   | \$85,169,259 | \$82,638,538 |
| Payé aux employés durant l'exercice  | \$17,638,673 | \$15,680,615 |
| Nombre d'employés  | 2,294        | 2,234        |
| Nombre de détenteurs d'actions<br>ordinaires   | 5,102        | 6,647        |

## RAPPORT DES ADMINISTRATEURS AUX ACTIONNAIRES

Montréal, Québec, 17 avril 1970

Vos administrateurs ont l'honneur de vous soumettre par la présente les états financiers consolidés vérifiés, à l'égard de la compagnie et de ses filiales, pour l'exercice terminé le 31 décembre 1969.

L'exercice 1969 fut pour votre compagnie une année record à plusieurs aspects. Les ventes qui, pour la première fois, surpassèrent 300,000 tonnes atteignirent le sommet sans précédent de \$50,365,690 ou 12% de plus que l'année dernière. Le profit net après impôts se chiffra par \$6,139,130 ou \$2.16 par action du capital de 2,837,002 actions ordinaires en circulation au 31 décembre 1969, au regard de \$4,873,741 ou \$1.72 par action du capital de 2,832,850 actions ordinaires (en présumant la conversion des actions privilégiées) au 31 décembre 1968, une augmentation de 26%.

En février 1969, les 55,000 actions privilégiées rachetables et convertibles à dividende cumulatif de 4-1/2%, d'une valeur au pair de \$100,



furent converties en 250,000 actions ordinaires. En outre, 4,152 actions furent émises en faveur d'employés en vertu des dispositions du Plan d'achat d'actions. Au 31 décembre 1969, le capital global émis de votre compagnie comprenait 2,837,002 actions ordinaires.

En 1969, les études en vue de la mise en production du projet d'Asbestos Hill, dans l'Ungava, furent parachevées et les estimations de son coût en capital confirmées. On conduit présentement des négociations et on met au point un programme de construction en vue de la mise en production de ce terrain le plus tôt qu'il sera pratique de le faire compte tenu des difficultés inhérentes à la planification d'une grande entreprise dans une région aussi reculée.

La mise en valeur du gîte Penhale, dont on a fait mention au rapport du dernier exercice, avance selon les prévisions. A la fin de l'année, le fonçage du puits avait atteint une profondeur de 600 pieds.

Une autre expansion d'envergure des installations de votre compagnie est en cours à la mine King Beaver où une nouvelle usine de préparation du minerai fut parachevée en décembre 1969 au coût de \$2.5 millions. Votre conseil d'administration a approuvé récemment une augmentation de 50% de la capacité nominale de broyage à cet établissement, au coût de \$3.5 millions. En outre, on achètera, au coût d'un million de dollars, de l'équipement minier supplémentaire afin de satisfaire aux exigences additionnelles en minerai. L'achèvement de ce projet est prévu pour l'automne de 1970.

#### VENTES

Comme on l'a mentionné précédemment, en 1969 les ventes globales, qui surpassèrent de 12% celles de l'année dernière tant en volume qu'en valeur, touchèrent un sommet sans précédent. Il y eut forte demande de toutes les catégories sauf celle des fibres courtes. En dépit d'une production record, il y eut pénurie de certaines catégories et, en fin d'exercice, les stocks se trouvaient à leur point le plus bas depuis plusieurs années.

On enregistra un accroissement notable des expéditions en Europe, traditionnellement notre principal marché. Les ventes aux États-Unis, au Japon, en Corée accusèrent également une amélioration marquée. On prévoit qu'en 1970 les ventes augmenteront de nouveau.

#### OPÉRATIONS

Tous les établissements fonctionnèrent à capacité au cours de 1969. La production globale d'amiante durant l'exercice, qui surpassa de 19% celle de l'année dernière, atteignit un sommet sans précédent. Cette avance provient principalement de l'amélioration du rendement en minerai broyé, en conséquence de pratiques d'extraction plus sélectives et de méthodes de bonification améliorées. Le tableau suivant établit les principales statistiques comparatives des deux dernières années:

|   | 1969       | 1968       |
|---|------------|------------|
| Mort-terrain enlevé (en verges cubes)           | 2,108,000  | 480,000    |
| Roc extrait (en tonnes)                         | 28,468,000 | 26,045,000 |
| Minerai traité (en tonnes)                      | 9,975,000  | 9,142,000  |
| Roc extrait par jour en moyenne (en tonnes)     | 96,338     | 91,175     |
| Minerai traité par jour en moyenne (en tonnes)  | 34,006     | 33,105     |
| Amiante produit par jour en moyenne (en tonnes) | 1,019      | 910        |

Le volume beaucoup plus considérable de mort-terrain enlevé en 1969 découle de la nécessité de préparer d'autres terrains en vue de l'extraction en 1970 et durant les années subséquentes.

À la mine King Beaver, on a terminé la consolidation de l'exploitation souterraine, commencée en 1968. On a parachevé la nouvelle station souterraine de concassage et tout le minerai est maintenant remonté par le puits no 3.

À la mine British Canadian, l'exploitation du puits à ciel ouvert accusa une amélioration marquée sur 1968 et le problème de l'enlè-



vement des déblais est graduellement résolu grâce à des méthodes de planification et d'extraction améliorées.

#### RÉSERVES DE MINÉRAI

Compte tenu du minéral consommé au cours des opérations de 1969, les réserves en fin d'exercice s'établissaient comme suit:

|                       | <u>1969</u>        | <u>1968</u>        |
|-----------------------|--------------------|--------------------|
|                       | (en tonnes)        | (en tonnes)        |
| Mine King Beaver      | 41,662,000         | 44,665,000         |
| Mine British Canadian | 63,645,000         | 68,285,000         |
| Mine Normandie        | 9,906,000          | 11,622,000         |
| Asbestos Hill         | 18,738,000         | 18,738,000         |
| Autres terrains       | 10,611,000         | 10,611,000         |
|                       | <u>144,562,000</u> | <u>153,921,000</u> |

En plus des réserves mentionnées ci-dessus, on estime qu'il existe des réserves probables de 47.6 millions de tonnes en plus de réserves classées comme possibles s'élevant à 93 millions de tonnes. L'entière mesure des réserves à Asbestos Hill reste encore à déterminer.

#### EXPLORATIONS

Ci-dessous, l'état du forage d'exploration des deux dernières années:

|                  | <u>1969</u>         | <u>1968</u>         |
|------------------|---------------------|---------------------|
| King Beaver      | 17,615 pieds        | 10,614 pieds        |
| British Canadian | 19,467 pieds        | 3,502 pieds         |
| Normandie        | —                   | 1,058 pieds         |
| Autres terrains  | 12,504 pieds        | 8,692 pieds         |
|                  | <u>49,586 pieds</u> | <u>23,866 pieds</u> |

Durant l'exercice, le nom de la filiale en propriété exclusive de votre compagnie, Asbestos Corporation (Explorations) Limited, fut changé en celui de Minorex Ltd. afin de mieux marquer l'étendue de ses visées au domaine de l'exploration minérale à l'extérieur. Le Dr P.H. Riordon, ci-devant vice-président et directeur général de la compagnie mère fut nommé président de Minorex et établi à Vancouver C.-B. D'autres activités en matière d'exploration sont conduites de Toronto et de Reno, Nevada. En outre, on envisage pour l'avenir un programme étendu d'exploration.

En 1969, le principal travail d'exploration fut exécuté dans la région de Setting Net Lake, dans le district minier de Red Lake du nord-ouest de l'Ontario où 98 concessions furent jalonnées afin d'englober une représentation de minéral de molybdène du type porphyrique. Les investigations initiales se révélèrent encourageantes mais le forage préliminaire ne réussit pas à confirmer les indications premières. On conduisit une étude géophysique aérienne destinée à guider toute activité future en matière d'exploration.

Avec la participation d'autres compagnies minières, Minorex collabora activement à l'examen de divers prélèvements d'essai de métaux de base dans l'ouest du Canada et en Alaska, et les travaux se poursuivront en 1970 dans les localités en cause.

En 1970 également, la compagnie participera à des entreprises conjointes qui engloberont l'exploration de métaux de base dans l'Idaho et au Nevada.

#### GÉNÉRALITÉS

Des contrats de travail expirés à la fin de 1968 furent renouvelés pour une période de trois ans.

Votre compagnie a conclu une entente avec la Cité de Thetford Mines selon laquelle elle participera financièrement à un programme de rénovation urbaine approuvé par le gouvernement et qui sera exécuté d'ici cinq à dix ans. La compagnie endosse le déplacement des zones résidentielles adjacentes aux exploitations minières existantes.



Au cours de l'exercice, MM. Kenneth T. Dawes et J.A. Marcotte, administrateurs de la compagnie ont pris leur retraite et furent subséquemment élus administrateurs honoraires. M. Dawes est décédé en septembre 1969 après avoir servi pendant quarante ans comme administrateur de la compagnie ainsi qu'en qualité de vice-président, de 1932 jusqu'à sa retraite. L'intérêt qu'il manifestait envers les affaires de votre compagnie et les sages conseils qu'il prodiguait manqueront sûrement à ses collègues. MM. A.A. Hendrix et F. Nugent, vice-présidents de General Dynamics Corporation, furent élus au conseil d'administration à l'assemblée générale annuelle des actionnaires en avril.

Le conseil d'administration félicite particulièrement tous ceux qui furent les artisans des résultats satisfaisants obtenus en 1969.

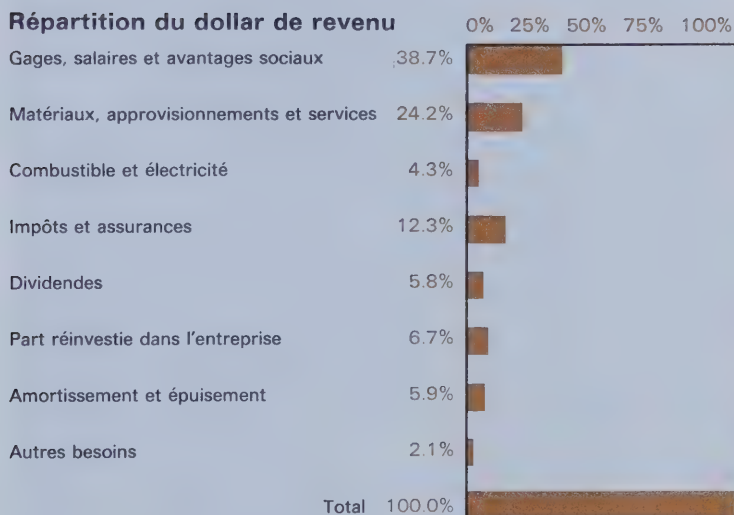
Le Président du Conseil

J.A. Sargent

Le Président et Directeur de l'exécutif

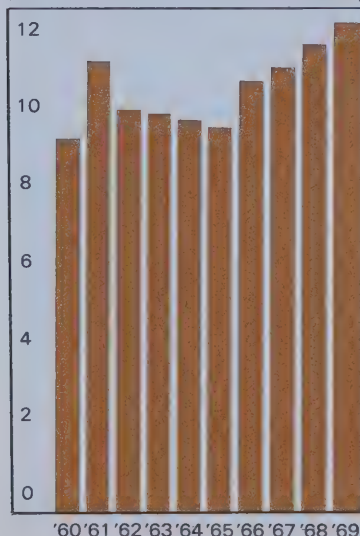
W.W. Oughtred

### Répartition du dollar de revenu



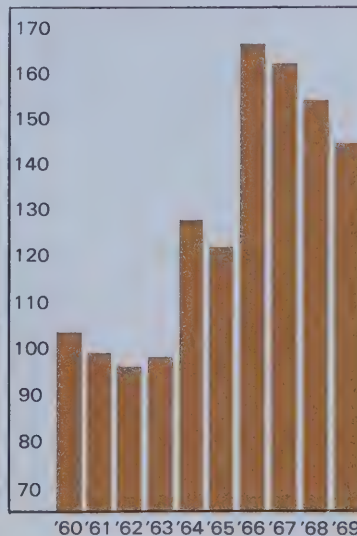
### Fonds de roulement

(en millions de dollars à la fin de l'exercice)



### Réserves de minerai

En millions de tonnes à la fin de l'exercice





# ÉTAT CONSOLIDÉ DU REVENU ET DU SURPLUS D'EXPLOITATION

EXERCICE TERMINÉ LE 31 DÉCEMBRE 1969

|   | <u>1969</u>         | <u>1968</u>         |
|---|---------------------|---------------------|
| Ventes  | \$50,365,690        | \$43,631,836        |
| Coût des ventes y compris frais de<br>vente, dépenses générales et<br>administratives         | <u>37,225,418</u>   | <u>33,436,844</u>   |
| Profit d'exploitation avant de tenir<br>compte des postes ci-dessous                          | 13,140,272          | 10,194,992          |
| Revenus de placements   | 245,560             | 286,024             |
| Revenus divers  | <u>199,374</u>      | <u>353,319</u>      |
|   | 13,585,206          | 10,834,335          |
| Jetons de présence des administrateurs<br>et rémunération des officiers<br>membres du conseil | \$ 141,205          | \$ 146,409          |
| Frais d'exploration et de prospection   | 360,180             | 167,197             |
| Provision pour amortissement  | 2,595,338           | 2,259,408           |
| Provision pour épuisement   | 300,000             | 300,000             |
| Dépenses en intérêts  | <u>17,353</u>       | <u>92,580</u>       |
|   | 3,414,076           | 2,965,594           |
|   | <u>10,171,130</u>   | <u>7,868,741</u>    |
| Provision pour impôts sur le<br>revenu de l'exercice  | 2,649,000           | 2,495,000           |
| Impôt imputable à de futurs<br>exercices (Note 3)   | <u>1,383,000</u>    | <u>500,000</u>      |
|   | 4,032,000           | 2,995,000           |
| Revenu net  | <u>6,139,130</u>    | <u>4,873,741</u>    |
| Surplus d'exploitation au 1er janvier   | 31,846,878          | 29,802,302          |
|   | <u>37,986,008</u>   | <u>34,676,043</u>   |
| Dividendes —<br>actions privilégiées  | —                   | 247,500             |
| actions ordinaires  | <u>2,835,594</u>    | <u>2,581,665</u>    |
|   | 2,835,594           | 2,829,165           |
| Surplus d'exploitation au 31 décembre   | <u>\$35,150,414</u> | <u>\$31,846,878</u> |







# BILAN CONSOLIDÉ AU 31 DÉCEMBRE 1969

## ACTIF

### DISPONIBILITÉS:

|  | 1969              | 1968              |
|--|-------------------|-------------------|
| Encaisse   | \$ 598,535        | \$ 225,874        |
| Comptes et effets à recevoir, moins provision pour créances douteuses    | 11,497,964        | 12,964,557        |
| Stocks d'après inventaire —  |                   |                   |
| Amiante, évalué au plus bas du coût ou de la valeur nette de réalisation | 1,767,233         | 2,884,666         |
| Matières premières et approvisionnements à leur coût                     | 2,728,860         | 2,371,589         |
| Taxes, assurances et autres frais payés d'avance                         | 344,399           | 381,920           |
| Impôt spécial remboursable   | 107,196           | —                 |
|  | <u>17,044,187</u> | <u>18,828,606</u> |

### PLACEMENTS ET AVANCES:

|   |                  |                  |
|---|------------------|------------------|
| Actions de compagnies étrangères, au prix coûtant (Note 1)                          | 7,460,951        | 7,460,951        |
| Hypothèques consenties à des employés   | 378,828          | 342,878          |
| Avance aux fiduciaires relative au plan d'achat d'actions par les employés (Note 4) | 33,850           | 125,730          |
| Impôt spécial remboursable  | —                | 237,314          |
|   | <u>7,873,629</u> | <u>8,166,873</u> |

### IMMOBILISATIONS AU PRIX COÛTANT:

|                                 |                   |                   |
|---------------------------------|-------------------|-------------------|
| Terrains miniers et autres      | 7,993,046         | 7,992,546         |
| Moins: Épuisement accumulé      | 3,567,847         | 3,267,847         |
|                                 | <u>4,425,199</u>  | <u>4,724,699</u>  |
| Bâtisses, outillage et matériel | 60,669,111        | 55,561,393        |
| Moins: Amortissement accumulé   | 31,440,880        | 29,134,748        |
|                                 | <u>29,228,231</u> | <u>26,426,645</u> |
|                                 | <u>33,653,430</u> | <u>31,151,344</u> |

### TERRAINS MINIER EN VOIE DE MISE EN VALEUR DANS L'UNCAVA (Note 2)

|   |                   |                   |
|---|-------------------|-------------------|
| Droits miniers, permis, etc.  | 11,351,766        | 11,351,766        |
| Frais d'exploration, de mise en valeur et de construction                             | 15,727,025        | 15,111,491        |
|   | <u>27,078,791</u> | <u>26,463,257</u> |
| Moins: Crédit résultant de l'échange d'actions ordinaires contre des terrains miniers | 2,088,699         | 2,088,699         |
|   | <u>24,990,092</u> | <u>24,374,558</u> |

### AUTRES DÉPENSES ÉCHELONNÉES DE MISE EN VALEUR

|  |                     |                     |
|--|---------------------|---------------------|
|  | 1,607,921           | 117,157             |
|  | <u>\$85,169,259</u> | <u>\$82,638,538</u> |



# BILAN CONSOLIDÉ AU 31 DÉCEMBRE 1969

## PASSIF

### EXIGIBILITÉS:

|                                 | 1969             | 1968             |
|---------------------------------|------------------|------------------|
| Emprunt bancaire                | \$ —             | \$ 2,000,000     |
| Comptes à payer et frais courus | 4,588,711        | 3,737,866        |
| Impôts sur le revenu et taxes   | 775,452          | 1,875,532        |
|                                 | <u>5,364,163</u> | <u>7,613,398</u> |

### IMPÔTS SUR LE REVENU IMPUTABLES À DE FUTURS EXERCICES (Note 3)

|   |                   |                   |
|---|-------------------|-------------------|
|   | 10,343,000        | 8,960,000         |
| CAPITAL-ACTIONS (Note 4)  |                   |                   |
| Actions privilégiées rachetables et convertibles à dividende cumulatif de 4-1/2% - d'une valeur nominale de \$100 - 55,000 actions (converties en actions ordinaires en 1969) | —                 | 5,500,000         |
| Actions ordinaires sans valeur nominale 2,837,002 actions en circulation  | 33,311,682        | 27,718,262        |
|   | <u>33,311,682</u> | <u>33,218,262</u> |

### SURPLUS:

|   |                     |                     |
|---|---------------------|---------------------|
| Excédent distribuable                         | 1,000,000           | 1,000,000           |
| Surplus d'exploitation, suivant état ci-joint | 35,150,414          | 31,846,878          |
|   | <u>36,150,414</u>   | <u>32,846,878</u>   |
|   | <u>\$85,169,259</u> | <u>\$82,638,538</u> |

### APPROUVÉ AU NOM DU CONSEIL D'ADMINISTRATION:

J.A. SARGENT Administrateur

W.W. OUGHTRED Administrateur





# ÉTAT CONSOLIDÉ DE LA SOURCE ET DE L'AFFECTATION DES FONDS

EXERCICE TERMINÉ LE 31 DÉCEMBRE 1969

|   | <u>1969</u>         | <u>1968</u>         |
|---|---------------------|---------------------|
| Source des fonds:   |                     |                     |
| De l'exploitation —   |                     |                     |
| Revenu net de l'exercice  | \$ 6,139,130        | \$ 4,873,741        |
| Amortissement et épuisement   | 2,895,338           | 2,559,408           |
| Impôts sur le revenu imputables à de futurs exercices                         | <u>1,383,000</u>    | <u>500,000</u>      |
|   | 10,417,468          | 7,933,149           |
| Diminution des placements et avances  | 293,244             | 101,238             |
| Actions ordinaires émises en vertu du plan d'achat d'actions par les employés | <u>93,420</u>       | <u>37,575</u>       |
|   | \$10,804,132        | \$ 8,071,962        |
| Affectation des fonds:  |                     |                     |
| Additions aux propriétés et terrains miniers en voie de mise en valeur        | 7,503,722           | 5,190,263           |
| Dividendes versés —   |                     |                     |
| actions privilégiées  | —                   | 247,000             |
| actions ordinaires  | <u>2,835,594</u>    | <u>2,581,665</u>    |
|   | 10,339,316          | 8,019,428           |
| Augmentation du fonds de roulement  | <u>464,816</u>      | <u>52,534</u>       |
|   | <u>\$10,804,132</u> | <u>\$ 8,071,962</u> |





# NOTES RELATIVES AUX ÉTATS FINANCIERS

AU 31 DÉCEMBRE 1969

## NOTE 1 - ACTIONS DE COMPAGNIES ÉTRANGÈRES:

La valeur de réalisation au 31 décembre 1969 des actions de compagnies étrangères est estimée à \$5,000,000.

## NOTE 2 - TERRAINS MINIERES EN VOIE DE MISE EN VALEUR DANS L'UNGAVA:

Les travaux de mise en valeur de terrains miniers dans l'Ungava furent interrompus en 1967. On poursuit présentement des négociations et des études à l'égard d'installations fondées sur une production initiale de 100,000 tonnes d'amiante par année.

## NOTE 3 - IMPÔTS SUR LE REVENU:

La somme globale des allocations du coût en capital et des frais d'exploration et de mise en valeur réclamés en déduction du revenu imposable excède le montant inscrit aux comptes. Le report d'impôt qui s'y rattache est traité comme impôt imputable à de futurs exercices.

## NOTE 4 - CAPITAL-ACTIONS:

Voici les changements qui se sont produits en 1969 dans les actions ordinaires en circulation:

|  | Actions          |                     |
|--|------------------|---------------------|
| Autorisées   | <u>3,600,000</u> |                     |
| En circulation au 31 décembre 1968   | 2,582,850        | \$27,718,262        |
| Émises en 1969 —   |                  |                     |
| Lors de l'exercice de droits en vertu du plan d'achat d'actions par les employés | 4,152            | 93,420              |
| Lors de la conversion des actions privilégiées au prix de \$22 par action        | <u>250,000</u>   | <u>5,500,000</u>    |
| En circulation au 31 décembre 1969   | <u>2,837,002</u> | <u>\$33,311,682</u> |

En vertu du plan d'achat d'actions approuvé par les actionnaires, des droits peuvent être octroyés à des fiduciaires en vue de l'achat au moyen de fonds avancés par la compagnie, remboursables avec intérêt, d'un nombre maximal de 75,000 actions ordinaires de la compagnie pour le compte d'un certain nombre de ses officiers et employés. En 1964, des droits furent octroyés sur 52,500 actions au prix de \$22.50 par action et, au 31 décembre 1969, ces droits avaient été exercés ou bien avaient expiré. Il reste 37,978 actions pour l'octroi d'autres droits.

## RAPPORT DES VÉRIFICATEURS

21 JANVIER 1970

Aux actionnaires de Asbestos Corporation Limited:

Nous avons examiné le bilan consolidé de Asbestos Corporation Limited et ses filiales au 31 décembre 1969, l'état consolidé du revenu et du surplus d'exploitation ainsi que de la source et de l'affectation de leurs fonds pour l'exercice terminé à cette date. Notre examen a comporté une revue générale des procédés comptables et les sondages des livres et pièces comptables et autres preuves à l'appui que nous avons jugés nécessaires dans les circonstances.

À notre avis, ces états financiers consolidés présentent fidèlement la situation financière des compagnies au 31 décembre 1969 et les résultats de leurs opérations ainsi que la source et l'affectation de leurs fonds pour l'exercice terminé à cette date, conformément aux principes comptables généralement reconnus, appliqués de la même manière qu'au cours de l'exercice précédent.

*Pricewaterhouse & Co.*  
Comptables agréés



En raison de l'apparent accroissement continu de la demande d'amiante, la compagnie a mis en oeuvre un programme d'expansion de ses installations de production dans la région de Thetford Mines. À la mine King-Beaver, on a parachevé en 1969 un nouvel établissement de préparation et d'entreposage du minerai, au coût de \$2.2 millions. En même temps, dans le cadre du projet global, on a transporté l'édifice des séchoirs de l'usine King-Beaver no 3 à l'usine King-Beaver no 4, à trois-quarts de mille de distance. La photographie de la page ci-contre fut prise au cours de ce déménagement. Il s'agit d'un édifice de huit étages, dont le poids de 493 tonnes exigea une remorque spéciale munie de 106 roues. On croit qu'un déménagement de ce genre constitue un record.

On a entrepris des travaux d'agrandissement des installations d'extraction et de broyage à la mine King-Beaver en vue de porter la capacité de traitement du minerai à cette usine à 12,000 tonnes par jour, une augmentation de cinquante pour cent de sa présente capacité nominale. Le parachèvement de ce projet est prévu pour l'automne de 1970 et son coût estimatif s'élève à \$4.5 millions, dont \$3.5 millions seront consacrés à l'expansion de l'usine et \$1 million affectés à l'achat d'équipement minier additionnel. Une fois exécuté, le programme portera la capacité de cette usine au niveau présent de celle de la mine British-Canadian de la compagnie.

À trois milles au sud-ouest de Thetford Mines, on fonce présentement dans le gîte Penhale un puits d'exploration de 1,645 pieds, au coût de \$2.5 millions, en vue de mettre en valeur ce gisement comme mine souterraine. La production à cette mine débutera à la fin de 1971 ou en 1972 au rythme de 8,000 tonnes de minerai par jour.

La planification minutieuse des opérations futures est facilitée de nos jours grâce à des modèles à l'échelle de la mine comme celui qui est illustré dans la présente page à l'usine King-Beaver.









|  | 1960         | 1961         | 1962         |              |
|--|--------------|--------------|--------------|--------------|
| Ventes                                       | \$23,974,579 | \$26,992,884 | \$25,027,044 | \$23,974,579 |
| Revenu avant impôts                          | 5,089,653    | 6,623,684    | 4,805,633    | 2,714,000    |
| Provision pour impôts sur le revenu          | 1,830,000    | 2,538,000    | 1,528,000    | 1,830,000    |
| Revenu après impôts:                         | 3,259,653    | 4,085,684    | 3,227,633    | 1,100,000    |
| Bénéfices par action ordinaire               | \$1.81       | \$2.04       | \$1.64       | \$1.81       |
| Dividendes par:                              |              |              |              |              |
| (a) action privilégiée                       | —            | —            | —            | —            |
| (b) action ordinaire                         | \$1.40       | \$1.60       | \$1.60       | \$1.40       |
| Dividendes versés aux actionnaires:          |              |              |              |              |
| (a) actions privilégiées                     | —            | —            | —            | —            |
| (b) actions ordinaires                       | \$ 2,520,000 | \$ 2,880,000 | \$ 3,200,000 | \$ 2,520,000 |
| Total  | \$ 2,520,000 | \$ 2,880,000 | \$ 3,200,000 | \$ 2,520,000 |
| Bénéfices réinvestis dans l'entreprise       | 739,653      | 1,205,684    | 77,632       | (1) 739,653  |
| Fonds de roulement                           | 9,047,781    | 11,612,935   | 9,980,413    | 9,047,781    |
| Amortissement et épuisement                  | 1,600,000    | 1,850,000    | 1,750,000    | 1,600,000    |
| Actif global                                 | 37,669,271   | 39,107,197   | 45,968,591   | 44,285,252   |
| Montant payé aux employés pendant l'exercice | 9,109,427    | 9,210,596    | 9,881,355    | 9,109,427    |
| Nombre d'employés                            | 1,863        | 1,836        | 1,910        | 1,863        |
| Nombre de détenteurs d'actions ordinaires    | 6,729        | 6,622        | 6,605        | 6,729        |

( ) indique une soustraction. (1) neuf mois

[illegible]

|                                       | 1964                                      | 1965         | 1966         | 1967                                | 1968         | 1969         |
|---------------------------------------|---|--------------|--------------|-------------------------------------|--------------|--------------|
| 983                                   | \$37,491,304                              | \$33,232,846 | \$39,166,628 | \$39,235,457                        | \$43,631,836 | \$50,365,690 |
| 424                                   | 5,726,871                                 | 6,036,028    | 8,235,055    | 6,615,159                           | 7,868,741    | 10,171,130   |
| 000                                   | 2,722,200                                 | 2,300,000    | 3,100,000    | 2,495,000                           | 2,995,000    | 4,032,000    |
| 424                                   | 3,004,671                                 | 3,736,028    | 5,135,055    | 4,120,159                           | 4,873,741    | 6,139,130    |
| 0.96                                  | \$1.17                                    | \$1.41       | \$1.93       | \$1.50                              | \$1.79       | \$2.16       |
|                                       | \$3.38 <sup>(1)</sup>                     | \$4.50       | \$4.50       | \$4.50                              | \$4.50       | —            |
| 1.15                                  | \$1.00                                    | \$1.00       | \$1.00       | \$1.00                              | \$1.00       | \$1.00       |
|                                       | \$ 185,625 <sup>(1)</sup>                 | \$ 247,500   | \$ 247,500   | \$ 247,500                          | 247,500      | —            |
| 000                                   | \$ 2,301,491                              | \$ 2,465,367 | \$ 2,524,967 | \$ 2,578,723                        | \$ 2,581,665 | \$ 2,835,594 |
| 000                                   | \$ 2,487,116                              | \$ 2,712,867 | \$ 2,772,467 | \$ 2,826,223                        | \$ 2,829,165 | \$ 2,835,594 |
| 576) <sup>(2)</sup>                   | 517,555                                   | 1,023,161    | 2,632,588    | 1,293,936                           | 2,044,576    | 3,303,536    |
| 820                                   | 9,277,818                                 | 9,048,876    | 10,832,471   | 11,162,674                          | 11,215,208   | 11,680,024   |
| 000                                   | 2,350,000                                 | 2,650,000    | 2,500,000    | 2,500,000                           | 2,559,408    | 2,895,338    |
| 886                                   | 70,882,402                                | 71,321,406   | 76,380,296   | 79,293,518                          | 82,638,538   | 85,169,259   |
| 950                                   | 12,604,010                                | 12,620,260   | 13,794,636   | 15,478,614                          | 15,680,615   | 17,638,673   |
| 979                                   | 1,986                                     | 2,162        | 2,303        | 2,256                               | 2,234        | 2,294        |
| 028                                   | 7,387                                     | 7,253        | 7,540        | 7,275                               | 6,647        | 5,102        |
| ment.                                 | (2) diminution du surplus d'exploitation. |              |              |                                     |              |              |
| ( ) Denotes Negative Figures. (1) 9 m |   |              |              |                                     |              |              |
|                                       | 6,605                                     | 6,622        | 6,729        | Number of common shareholders       |              |              |
|                                       | 1,910                                     | 1,836        | 1,863        | Number of employees                 |              |              |
| 9.5                                   | 9,881,355                                 | 9,210,596    | 9,109,427    | Paid to employees during year       |              |              |
| 44.8                                  | 45,968,591                                | 39,107,197   | 37,669,271   | Total Assets                        |              |              |
| 1.7                                   | 1,750,000                                 | 1,850,000    | 1,600,000    | Depreciation & Depletion            |              |              |
| 9.6                                   | 9,980,413                                 | 11,612,935   | 9,047,781    | Working capital at year end         |              |              |
| (3)                                   | 77,632                                    | 1,205,684    | 739,653      | Reinvested in the business          |              |              |
| \$ 2.3                                | \$ 3,200,000                              | \$ 2,880,000 | \$ 2,520,000 | Total                               |              |              |
| \$ 2.3                                | \$ 3,200,000                              | \$ 2,880,000 | \$ 2,520,000 | (b) Common shares                   |              |              |
|                                       | —   | —            | —            | (a) Preferred shares                |              |              |
|                                       | \$1.60                                    | \$1.60       | \$1.40       | Paid to shareholders as dividends   |              |              |
|                                       | —   | —            | —            | (b) Common share                    |              |              |
|                                       | \$1.64                                    | \$2.04       | \$1.81       | (a) Preferred share                 |              |              |
|                                       |   |              |              | Dividends paid per                  |              |              |
|                                       |   |              |              | conversion of preferred stock)      |              |              |
| 1.9                                   | 3,227,633                                 | 4,085,684    | 3,259,653    | Earnings per common share (assuming |              |              |
| 8                                     | 1,528,000                                 | 2,538,000    | 1,830,000    | Income after taxes                  |              |              |
| 2.8                                   | 4,805,633                                 | 6,623,684    | 5,089,653    | Provision for taxes on income       |              |              |
| \$23.0                                | \$25,027,044                              | \$26,992,884 | \$23,974,579 | Income before taxes                 |              |              |
|                                       |   |              |              | Sales                               |              |              |
|                                       | 1962                                      | 1961         | 1960         |                                     |              |              |

rent. (2) diminution du surplus d'exploitation.

|                     | 1964                      | 1965         | 1966         | 1967         | 1968         | 1969         |
|---------------------|---------------------------|--------------|--------------|--------------|--------------|--------------|
| 963                 | \$37,491,304              | \$33,232,846 | \$39,166,628 | \$39,235,457 | \$43,631,836 | \$50,365,690 |
| 424                 | 5,726,871                 | 6,036,028    | 8,235,055    | 6,615,159    | 7,868,741    | 10,171,130   |
| 000                 | 2,722,200                 | 2,300,000    | 3,100,000    | 2,495,000    | 2,995,000    | 4,032,000    |
| 424                 | 3,004,671                 | 3,736,028    | 5,135,055    | 4,120,159    | 4,873,741    | 6,139,130    |
| 0.96                | \$1.17                    | \$1.41       | \$1.93       | \$1.50       | \$1.79       | \$2.16       |
|                     | \$3.38 <sup>(1)</sup>     | \$4.50       | \$4.50       | \$4.50       | \$4.50       | —            |
| 1.15                | \$1.00                    | \$1.00       | \$1.00       | \$1.00       | \$1.00       | \$1.00       |
|                     | \$ 185,625 <sup>(1)</sup> | \$ 247,500   | \$ 247,500   | \$ 247,500   | 247,500      | —            |
| 000                 | \$ 2,301,491              | \$ 2,465,367 | \$ 2,524,967 | \$ 2,578,723 | \$ 2,581,665 | \$ 2,835,594 |
| 000                 | \$ 2,487,116              | \$ 2,712,867 | \$ 2,772,467 | \$ 2,826,223 | \$ 2,829,165 | \$ 2,835,594 |
| (76) <sup>(2)</sup> | 517,555                   | 1,023,161    | 2,632,588    | 1,293,936    | 2,044,576    | 3,303,536    |
| 820                 | 9,277,818                 | 9,048,876    | 10,832,471   | 11,162,674   | 11,215,208   | 11,680,024   |
| 000                 | 2,350,000                 | 2,650,000    | 2,500,000    | 2,500,000    | 2,559,408    | 2,895,338    |
| 886                 | 70,882,402                | 71,321,406   | 76,380,296   | 79,293,518   | 82,638,538   | 85,169,259   |
| 950                 | 12,604,010                | 12,620,260   | 13,794,636   | 15,478,614   | 15,680,615   | 17,638,673   |
| 979                 | 1,986                     | 2,162        | 2,303        | 2,256        | 2,234        | 2,294        |
| 028                 | 7,387                     | 7,253        | 7,540        | 7,275        | 6,647        | 5,102        |







With the apparent continuing growth in the demand for asbestos, the Company has embarked upon a programme of expanding its production facilities in the Thetford Mines area. In 1969 at the King-Beaver Mine, a new ore preparation and storage plant was completed at a cost of \$2.2 million. At the same time, as part of the overall project, the dryer building at the King-Beaver No. 3 Plant was moved to the King-Beaver No. 4 Plant, a distance of three quarters of a mile. The photograph on the facing page shows the move in progress. This was an 8-story building, weighing 493 tons and required a special trailer having 106 wheels to carry the load. It is believed to be a record for a move of this kind.

Work has now commenced on an enlargement of the mining and milling facilities at the King-Beaver Mine to raise that plant's processing capability to 12,000 tons of ore per day, a fifty percent increase in its presently rated capacity. Scheduled for completion in the fall of 1970, the estimated cost of the project is \$4.5 million of which \$3.5 million will be spent on the plant expansion and \$1.0 million is earmarked for the purchase of additional mining equipment. The programme when completed will bring the capacity of this plant up to the same level that exists at the Company's British-Canadian Mine.

Three miles to the south west of Thetford Mines, a 1,645 foot exploration shaft is being sunk into the Penhale orebody at a cost of \$2.5 million, with a view to developing this deposit as an underground mine. Production from this mine could commence in late 1971 or 1972 at a rate of 8,000 tons of ore per day.

Careful planning of future operations is aided these days by scale models of the mine such as the one illustrated on this page at the King-Beaver Plant.



# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 1969

## NOTE 1: SHARES OF FOREIGN COMPANIES:

The realizable value as at December 31, 1969 of the shares in foreign companies is estimated at \$5,000,000.

## NOTE 2: MINERAL AREAS UNDER DEVELOPMENT IN UNGAVA:

Work on the development of the mineral areas in Ungava was suspended in 1967. Negotiations and further studies are in progress with respect to facilities based on initially producing 100,000 tons of asbestos per annum.

## NOTE 3: INCOME TAXES:

Capital cost allowances and exploration and development costs which are being claimed as deductions from taxable income exceed in total the amount recorded in the accounts. The related tax deferment is treated as tax applicable to future years.

## NOTE 4: CAPITAL STOCK

Changes during 1969 in the outstanding common shares were as follows:

| Authorized<br>Shares | Outstanding at December 31, 1968 | Issued in 1969 — | On exercise of rights under employees' stock purchase plan | On conversion of preferred shares at the rate of \$22 per share | Outstanding at December 31, 1969 |
|----------------------|----------------------------------|------------------|--|---|----------------------------------|
| 3,600,000            | 2,582,850                        | —                | 4,152  | 250,000   | 2,837,002                        |
|                      | \$27,718,262                     |                  | 93,420   | 5,500,000   | \$33,311,682                     |

Under the stock purchase plan approved by shareholders, rights may be granted to trustees to purchase with funds advanced by the company, repayable with interest, up to 75,000 of the company's common shares on behalf of a number of its officers and employees. Rights were granted in 1964 on 52,500 shares at a price of \$22.50 per share and as at December 31, 1969 these rights had either been exercised or had lapsed. 37,978 shares remain for the granting of further rights.

To the Shareholders of Asbestos Corporation Limited:

JANUARY 21, 1970

## AUDITORS' REPORT

We have examined the consolidated balance sheet of Asbestos Corporation Limited and its subsidiary companies as at December 31, 1969 and the consolidated statements of income and earned surplus and source and application of funds for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances. In our opinion these consolidated financial statements present fairly the financial position of the companies as at December 31, 1969 and the results of their operations and the source and application of their funds for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

*Price Waterhouse & Co.*  
Chartered Accountants.

# CONSOLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDS

YEAR ENDED DECEMBER 31, 1969

|                                     | 1969         | 1968         |
|-------------------------------------|--------------|--------------|
| Source of funds:                    |              |              |
| From operations —                   |              |              |
| Net income for the year             | \$ 6,139,130 | \$ 4,873,741 |
| Depreciation and depletion          | 2,895,338    | 2,559,408    |
| Income taxes applicable to          |              |              |
| future years                        | 1,383,000    | 500,000      |
| Decrease in investments and         | 10,417,468   | 7,933,149    |
| advances                            |              |              |
| Common shares issued under          | 293,244      | 101,238      |
| employees' stock purchase plan      | 93,420       | 37,575       |
|                                     | \$10,804,132 | \$ 8,071,962 |
| Application of funds:               |              |              |
| Additions to properties and mineral | 7,503,722    | 5,190,263    |
| areas under development             | —            | 247,500      |
| Dividends paid — preferred          | 2,835,594    | 2,581,665    |
| Dividends paid — common             | 10,339,316   | 8,019,428    |
| Increase in working capital         | 464,816      | 52,534       |
|                                     | \$10,804,132 | \$ 8,071,962 |







W.W. OUGHTRED Director

J.A. SARGENT Director

APPROVED ON BEHALF OF THE BOARD:

| LIABILITIES  |                   | CURRENT LIABILITIES: |                   |
|--|-------------------|----------------------|-------------------|
|  |                   | 1969                 | 1968              |
| Bank loan  | \$                | —                    | \$ 2,000,000      |
| Accounts payable and accrued liabilities   |                   | 4,588,711            | 3,737,866         |
| Income and other taxes   |                   | 775,452              | 1,875,532         |
|  |                   | <u>5,364,163</u>     | <u>7,613,398</u>  |
| INCOME TAXES APPLICABLE TO FUTURE YEARS (Note 3)   |                   | 10,343,000           | 8,960,000         |
| CAPITAL STOCK (Note 4):  |                   |                      |                   |
| 4-1/2% Cumulative convertible redeemable preferred shares — par value \$100 — 55,000 shares (converted to common shares in 1969) |                   | —                    | 5,500,000         |
| Common shares of no par value — 2,837,002 shares outstanding   |                   | 33,311,682           | 27,718,262        |
|  |                   | <u>33,311,682</u>    | <u>33,218,262</u> |
| SURPLUS:   |                   |                      |                   |
| Distributable surplus  | 1,000,000         |                      | 1,000,000         |
| Earned surplus, per statement attached   | 35,150,414        |                      | 31,846,878        |
|  | <u>36,150,414</u> |                      | <u>32,846,878</u> |
|  | \$85,169,259      |                      | \$82,638,538      |

# CONSOLIDATED BALANCE SHEET AS AT DECEMBER 31, 1969

## ASSETS

### CURRENT ASSETS:

|   |                   |            |                   |
|---|-------------------|------------|-------------------|
| Cash  | \$ 1969           |            |                   |
| Accounts and bills receivable, less allowance for doubtful accounts                           | \$ 598,535        | 11,497,964 | 12,964,557        |
| Inventories of stocks on hand — Asbestos, valued at the lower of cost or net realizable value | 1,767,233         |            | 2,884,666         |
| Materials and supplies, at cost   | 2,728,860         |            | 2,371,589         |
| Prepaid taxes, insurance, etc.  | 344,399           |            | 381,920           |
| Special refundable tax  | 107,196           |            | —                 |
|   | <u>17,044,187</u> |            | <u>18,828,606</u> |

### INVESTMENTS AND ADVANCES:

|   |                  |  |                  |
|---|------------------|--|------------------|
| Shares of foreign companies, at cost (Note 1)                   | 7,460,951        |  | 7,460,951        |
| Employees' mortgages  | 378,828          |  | 342,878          |
| Advance to trustees for employees' stock purchase plan (Note 4) | 33,850           |  | 125,730          |
| Special refundable tax  | —                |  | 237,314          |
|   | <u>7,873,629</u> |  | <u>8,166,873</u> |

### PROPERTIES AT COST:

|                                |                   |  |                   |
|--------------------------------|-------------------|--|-------------------|
| Land and mineral areas         | 7,993,046         |  | 7,992,546         |
| Less: Accumulated depletion    | 3,567,847         |  | 3,267,847         |
|                                | <u>4,425,199</u>  |  | <u>4,724,699</u>  |
| Buildings, plant and equipment | 60,669,111        |  | 55,561,393        |
| Less: Accumulated depreciation | 31,440,880        |  | 29,134,748        |
|                                | <u>29,228,231</u> |  | <u>26,426,645</u> |
|                                | <u>33,653,430</u> |  | <u>31,151,344</u> |

### MINERAL AREAS UNDER DEVELOPMENT IN UNGAVA (Note 2)

|   |                   |  |                   |
|---|-------------------|--|-------------------|
| Mining rights, licences, etc.                                       | 11,351,766        |  | 11,351,766        |
| Exploration, development and construction costs                     | 15,727,025        |  | 15,111,491        |
|   | <u>27,078,791</u> |  | <u>26,463,257</u> |
| Less: Credit arising on exchange of common shares for mineral areas | 2,088,699         |  | 2,088,699         |
|   | <u>24,990,092</u> |  | <u>24,374,558</u> |

### OTHER DEFERRED DEVELOPMENT EXPENDITURES

|  |                     |  |                     |
|--|---------------------|--|---------------------|
|  | 1,607,921           |  | 117,157             |
|  | <u>\$85,169,259</u> |  | <u>\$82,638,538</u> |





# CONSOLIDATED STATEMENT OF INCOME AND EARNED SURPLUS

YEAR ENDED DECEMBER 31, 1969

|   | 1969              | 1968              |
|---|-------------------|-------------------|
| Sales   | \$50,365,690      | \$43,631,836      |
| Cost of sales including selling,<br>general and administrative expenses | 37,225,418        | 33,436,844        |
| Operating profit before<br>taking into account the<br>underrated items  | 13,140,272        | 10,194,992        |
| Income from investments   | 245,560           | 286,024           |
| Miscellaneous income  | 199,374           | 353,319           |
| Directors' fees and remuneration<br>of officer directors                | \$ 141,205        | \$ 146,409        |
| Exploration and<br>prospecting expenses                                 | 360,180           | 167,197           |
| Provision for depreciation  | 2,595,338         | 2,259,408         |
| Provision for depletion   | 300,000           | 300,000           |
| Interest expense  | 17,353            | 92,580            |
|   | <u>3,414,076</u>  | <u>2,965,594</u>  |
| Provision for current<br>taxes on income                                | 10,171,130        | 7,868,741         |
|   | <u>2,649,000</u>  | <u>2,495,000</u>  |
| Tax applicable to<br>future years (Note 3)                              | 1,383,000         | 500,000           |
|   | <u>4,032,000</u>  | <u>2,995,000</u>  |
| Net income  | 6,139,130         | 4,873,741         |
| Earned surplus, January 1,  | 31,846,878        | 29,802,302        |
|   | <u>37,986,008</u> | <u>34,676,043</u> |
| Dividends —<br>Preferred  | —                 | 247,500           |
| Common  | 2,835,594         | 2,581,665         |
|   | <u>2,835,594</u>  | <u>2,829,165</u>  |
| Earned surplus, December 31   | \$35,150,414      | \$31,846,878      |

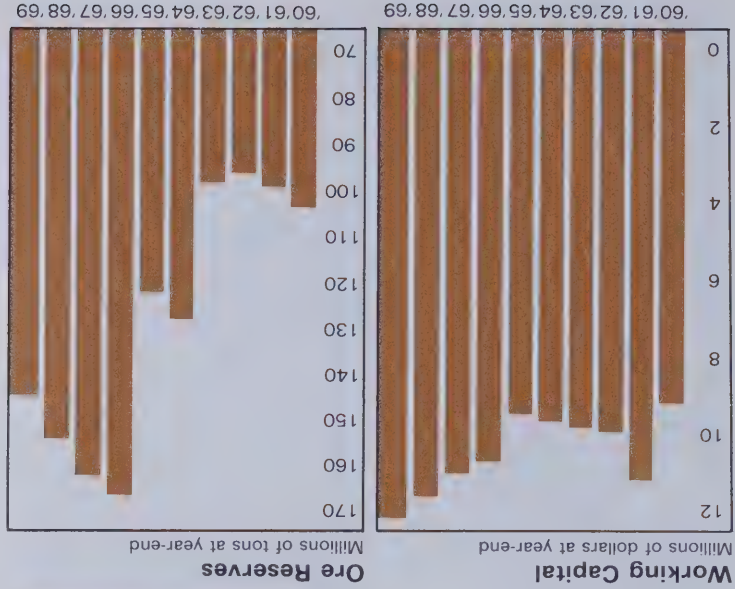
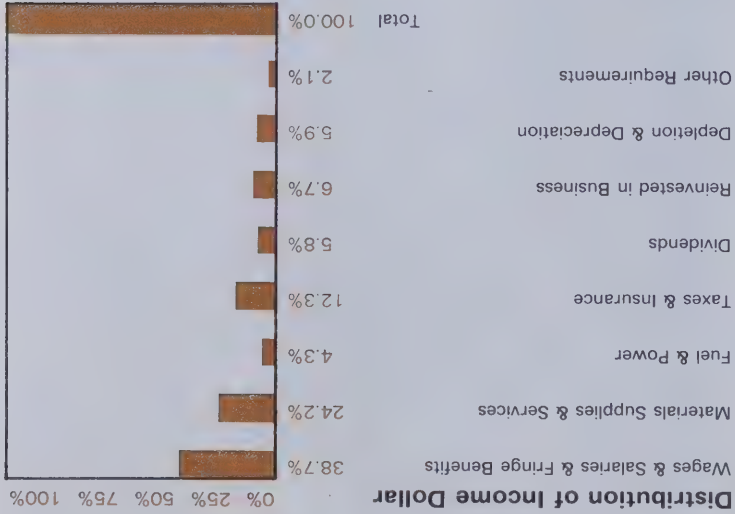


planned removal of residential areas adjacent to existing mining operations.

During the year Messrs. Kenneth T. Dawes and J.A. Marcotte, directors of the company, retired and were subsequently elected honorary directors. Mr. Dawes passed away in September 1969 after serving as a director of the company for forty years and as a Vice-President from 1932 to the time of his retirement. His interest in the affairs of your company and his wise counsel will be sorely missed by his colleagues. Messrs. A.A. Hendrix and F. Nugent, Vice-Presidents of General Dynamics Corporation, were elected to the Board at the Annual General Meeting of the Shareholders in April.

The Board of Directors would particularly like to congratulate all those responsible for the satisfactory results achieved in 1969.

J.A. Sargent  
Chairman  
W.W. Oughtred  
President and Chief  
Executive Officer



The much greater volume of stripping carried out in 1969 arose from the need to prepare additional areas for mining in 1970 and subsequent years.

At the King-Beaver Mine the consolidation of the underground operations, commenced in 1968, was completed. The new underground crushing station was installed and all ore is now being hoisted up the No. 3 shaft.

At the British Canadian Mine open pit operations showed a marked improvement over 1968 and the problem of waste removal is gradually being remedied by improved planning and mining procedures.

#### ORE RESERVES

After allowing for ore consumed in 1969 operations, reserves at the year end were calculated as follows:

|                       | 1969               | 1968               |
|-----------------------|--------------------|--------------------|
| King-Beaver Mine      | 41,662,000         | 44,665,000         |
| British Canadian Mine | 63,645,000         | 68,285,000         |
| Normandie Mine        | 9,906,000          | 11,622,000         |
| Asbestos Hill         | 18,738,000         | 18,738,000         |
| Other Properties      | 10,611,000         | 10,611,000         |
|                       | <u>144,562,000</u> | <u>153,921,000</u> |

Over and above these reserves there are estimated to be probable reserves of 47.6 million tons plus reserves classified as possible amounting to a further 93 million tons. The full extent of the reserves at Asbestos Hill have yet to be determined.

#### EXPLORATION

Exploratory diamond drilling for the past two years is tabulated below:

|                  | 1969              | 1968              |
|------------------|-------------------|-------------------|
| King-Beaver      | 17,615 ft.        | 10,614 ft.        |
| British Canadian | 19,467 ft.        | 3,502 ft.         |
| Normandie        | —                 | 1,058 ft.         |
| Other Properties | 12,504 ft.        | 8,692 ft.         |
|                  | <u>49,586 ft.</u> | <u>23,866 ft.</u> |

During the year, your company's wholly owned subsidiary, Asbestos Corporation (Explorations) Limited, was re-named Minorex Ltd. to reflect the broader interests it is undertaking in the field of outside mineral exploration. Dr. P.H. Rirdon, formerly Vice-President and General Manager of the parent company was appointed President of Minorex and is located in Vancouver, B.C. Other exploration activities are being directed from Toronto and Reno, Nevada, and an expanded programme of exploration is envisaged for the future.

In 1969, the major exploration effort was in the Setting Net Lake area in the Red Lake mining district of N.W. Ontario, where 98 claims were staked to cover a porphyry-type molybdenum showing. Initial investigation was encouraging but preliminary diamond drilling failed to confirm the original indications. An airborne geophysical survey is being conducted to guide any future exploration activity.

In partnership with other mining companies, Minorex was actively involved in the examination of various base metal prospects in Western Canada and Alaska and further work in these localities will continue in 1970.

Also in 1970, the Company will participate in joint ventures involving exploration in Idaho and Nevada for base metals.

#### GENERAL

Labour contracts which had expired at the end of 1968 were renewed for a period of three years.

Your Company has entered into an agreement with the City of Theftord Mines whereby it will participate financially in a government approved urban renewal programme which will take place over the period of the next five to ten years. The Company endorses the



# REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

Montreal, Quebec, 17 April 1970

Your Directors take pleasure in presenting herewith, the audited consolidated financial statements for the Company and its subsidiaries for the year ended December 31, 1969.

The year 1969 was a record one for your Company in many ways. Sales, exceeding 300,000 tons for the first time, were at an all time high of \$50,365,690 or 12% ahead of last year. Net profit after taxes amounted to \$6,139,130 or \$2.16 per share on the 2,837,002 common shares outstanding at December 31, 1969 compared to \$4,873,741 or \$1.72 per share on the 2,832,850 common shares (assuming conversion of the preferred stock) as at December 31, 1968, an increase of 26%.

In February 1969, the 55,000 shares of the 4-1/2% cumulative, convertible, preferred shares of a par value of \$100 were converted into 250,000 common shares. In addition, 4,152 shares were issued to employees under the provisions of the Stock Purchase Plan. Your company's total issued capital consisted of 2,837,002 common shares as at December 31, 1969.

In 1969, the studies in connection with the bringing of the Asbestos Hill Project in Ungava into production were completed and the capital cost estimates confirmed. Negotiations are underway and a construction schedule is being developed to bring this property into production at the earliest practical date consistent with the difficulties involved in planning a major project in such a remote area.

The development of the Penhale orebody which was mentioned in last year's report is on schedule. The shaft sinking had reached a depth of 600 feet by the year end.

Another major expansion of your company's facilities is underway at the King-Beaver Mine where a new ore preparation plant was completed in December 1969 at a cost of \$2.5 million. Your Board of Directors recently approved an increase of 50% in the rated mill capacity at that plant at a cost of \$3.5 million. Concurrently more mining equipment, costing a million dollars, will be purchased in order to meet the additional ore requirements. This project is scheduled for completion in the fall of 1970.

## SALES

As indicated earlier, overall sales in 1969 were at an all time high being 12% ahead of last year in both volume and value. The demand for all grades except shorts was strong. Despite record production, there were shortages in some grades and at the year-end inventories were at their lowest point in many years. Substantial increases were recorded in shipments to Europe, traditionally our major market. Sales to the United States, Japan and Korea also showed marked improvement. The forecast for 1970 is for a further increase in sales.

## OPERATIONS

All plants operated at full capacity during 1969. The total asbestos production for the year was at an all time high and 19% ahead of last year. This was primarily due to the improved yield from ore milled as a result of more selective mining practices and improved beneficiation methods. The following table shows major comparative operating statistics for the past two years:

|  |            |            |
|--|------------|------------|
| Striping (cu. yds.)                        | 2,108,000  | 480,000    |
| Rock Mined (tons)                          | 28,468,000 | 26,045,000 |
| Ore Processed (tons)                       | 9,975,000  | 9,142,000  |
| Average daily tonnage of rock mined        | 96,338     | 91,175     |
| Average daily tonnage of ore processed     | 34,006     | 33,105     |
| Average daily tonnage of asbestos produced | 1,019      | 910        |

## THE YEAR'S HIGHLIGHTS

| 1968         | 1969         |  |
|--------------|--------------|--|
| \$43,631,836 | \$50,365,690 | Sales                                    |
| 7,868,741    | 10,171,130   | Income before taxes                      |
| 2,995,000    | 4,032,000    | Provision for taxes on income            |
| 4,873,741    | 6,139,130    | Income after taxes                       |
|              |              | Earnings per common share                |
|              |              | (assuming conversion of preferred stock) |
| 1.72         | 2.16         | Dividends paid per                       |
| 4.50         | —            | (a) Preferred share                      |
| 1.00         | 1.00         | (b) Common share                         |
|              |              | Paid to shareholders as dividends        |
| 247,500      | —            | (a) Preferred shares                     |
| 2,581,665    | 2,835,594    | (b) Common shares                        |
| 2,829,165    | 2,835,594    | Total                                    |
| \$ 2,044,576 | \$ 3,303,536 | Reinvested in the business               |
| \$11,215,208 | \$11,680,024 | Working capital at year end              |
| \$ 2,559,408 | \$ 2,895,338 | Depreciation & Depletion                 |
| \$82,638,538 | \$85,169,259 | Total Assets                             |
| \$15,680,615 | \$17,638,673 | Paid to employees during year            |
| 2,234        | 2,294        | Number of employees                      |
| 6,647        | 5,102        | Number of common shareholders            |





APR 22 1970

## ASBESTOS CORPORATION LIMITED

(Incorporated under the laws of Canada, 6 October 1925.)

Head Office: 522 Canada Cement Building, 606 Cathcart Street,  
Montreal 111, Quebec, Canada, and subsidiary companies:

ASBESTOS CORPORATION SERVICES LIMITED

(Incorporated under the laws of Canada, 6 July 1960)

ANCHOR HOLDINGS LIMITED

(Incorporated under the laws of Bahama Islands, 25 January 1962)

GENERAL MINERALS BENEFICIATION LIMITED

(Incorporated under the laws of Canada, 20 January 1953)

HUDSON STRAIT ASBESTOS LIMITED

(Incorporated under the laws of the Province of Quebec,

17 January 1963)

MINOREX LTD.

(Incorporated under the laws of Canada, 19 March 1951)

## BOARD OF DIRECTORS

W. A. ARBUCKLE\*, President, Arbuckle, Govett & Co., Ltd., Montreal

PAUL BIENVENU, Retired Industrialist, Montreal

A. M. CAMPBELL\*, Chairman & Chief Executive Officer, Sun Life

Assurance Company of Canada, Montreal

J. E. L. DUQUET, Q.C.\*, Senior Partner, Duquet, Mackay, Weldon,

Bronstetter, Willis & Johnston, Montreal

ANDRE EMMENS, Chairman, Compagnie Financière Eternit S.A.,

Bruxelles, Belgium

A. A. HENDRIX, Vice-President, General Dynamics Corp., New York

G. F. JENKINS, Retired Executive, Knowlton, Que.

F. R. KEARNS\*, President, Canadair Limited, Montreal

FRANK NUGENT, Vice-President, General Dynamics Corp., New York

W. W. OUGHTRED\*, President & Chief Executive Officer,

Thetford Mines

A. L. PENHALE\*, Vice-Chairman, Thetford Mines

J. A. SARGENT\*, Vice-President - Finance, General Dynamics Corp.,

New York

EDWARD C. WOOD\*, Chairman, Genstar Limited, Montreal

\*Member of the Executive Committee

## OFFICERS

Chairman

Vice-Chairman

President & Chief Executive Officer

Vice-President & General Counsel

Vice-President - Operations

Vice-President - Sales

Vice-President - Administration

Vice-President & Secretary-Treasurer

Comptroller

## BANKERS:

The Royal Bank of Canada, Montreal

## TRANSFER AGENTS:

The Royal Trust Company, Montreal, Toronto & Calgary

## REGISTRAR:

Crown Trust Company, Montreal, Toronto & Calgary

## GENERAL COUNSEL:

Duquet, Mackay, Weldon, Bronstetter, Willis & Johnston, Montreal

## AUDITORS:

Price Waterhouse & Co., Montreal







